



**BAFNA PHARMACEUTICALS LIMITED**

CIN: L24294TN1995PLC030698

Regd. Office: New No. 68, Old No. 299, Thambu Chetty Street, Chennai – 600 001

Ph: 044-25267517 / 25270992 Fax: 044-25231264 Email: [info@bafnapharma.com](mailto:info@bafnapharma.com) Website: [bafnapharma.com](http://bafnapharma.com)

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**NOTICE**

**Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of Bafna Pharmaceuticals Limited will be held on 28<sup>th</sup> day of September 2016 at 3.00 PM at our factory at 147, Madhavaram Red Hills High Road, Grantlyon Village, Chennai - 600052 to transact the following business:**

**ORDINARY BUSINESS:**

**Adoption of Financial Statements:**

**Item No1:** To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, Statement of Profit and Loss Account & Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditor's thereon.

**Adoption of Consolidated Financial Statements:**

**Item No 2:** To receive, consider and adopt the Consolidated Audited Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date, the Reports of Directors and Auditor's thereon.

**Appointment of Director:**

**Item No 3:** To appoint a Director in place of Shri Bafna Mahaveer Chand having directors identification number 01458211, who retires by rotation and being eligible, offers himself for re-appointment as Director.

**Appointment of Director:**

**Item No 4:** To appoint a Director in place of Shri Paras Bafna having director's identification Number 01933663, who retires by rotation and being eligible, offers himself for re- appointment as Director.

### **Ratification of Appointment of Statutory Auditor:**

**Item No 5:** To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** the appointment of M/s. Abhay Jain & Co., Chartered Accountants (FRN: 000008S), as Statutory Auditors of the Company, made in the 19<sup>th</sup> Annual General Meeting held on 10.09.2014, be and is hereby ratified from the conclusion of ensuing Annual General Meeting until the conclusion of next Annual General Meeting.”

### **SPECIAL BUSINESS:**

#### **To ratify Cost Auditors Appointment and Remuneration:**

**Item No 6:** To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of section 141, 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions and subject to the approval of the Central Government & others, if any, the Cost Auditors, M/s. Thanigaimani & Associates (FRN: 101899) appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> march 2016 be paid a remuneration of Rs 45,000 (Rupees Forty Five Thousand Only) plus applicable taxes and out of pocket expenses.

**RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.7:** To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of Mrs. Sabitha (DIN: 02643259) as a Executive Director of the Company for a term of five years effective from March 27.03.2015 on remuneration, terms and conditions as mentioned in the explanatory statement be and is hereby approved, ratified and confirmed.

**RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Chennai

Date: August 11, 2016

Registered Office:

New No.68, Old No.299,

Thambu Chetty Street, Chennai - 600001

Bafna Mahaveer Chand

Managing Director

(DIN: 01458211)

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF / HER SELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/ authority, as applicable.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Additional information pursuant to Clause 49 of the listing agreement with the stock exchanges in respect of the Directors seeking appointment/ re-appointment as mentioned under items nos. 2 & 3 at the annual general meeting are furnished and forms part of this Notice. The said Directors have furnished necessary consents/ declarations for their appointment/re-appointment.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 2, 3 & 5 of the accompanying notice is annexed hereto.
6. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days from 10.00 AM to 12.00 Noon upto and including the date of the annual general meeting of the Company.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 22.09.2016 to 27.09.2016 (both dates inclusive).

8. Members seeking any information with regard to accounts are requested to write to the Company at least ten days in advance of the annual general meeting, to enable the Company to keep the information ready.

9. Members are requested to:

a. Bring their copy of the annual report for the meeting.

b. Send to their depository participant/ registrar the ECS bank mandate form, to ensure safe and prompt receipt of dividend, if any. This is to avoid fraudulent encashment of dividend warrants.

c. Note that all correspondence relating to share transfers should be addressed to registrar and transfer agents of the Company, viz. M/s. Cameo Corporate Services Limited, No.1, Club House Road, Chennai – 600002

d. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.

10. The annual report for 2015-16 along with the notice of annual general meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2015-16 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website [www.bafnapharma.com](http://www.bafnapharma.com) for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id viz. [investor@cameoindia.com](mailto:investor@cameoindia.com).

11. Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.

12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and better management of the securities. Members can write to the Company's registrar and share transfer agent in this regard.

13. Securities and Exchange Board of India (SEBI) vide its circular dated 21<sup>st</sup> March, 2013, has mandated that for making cash payments to the investors, companies whose securities are listed on the stock exchanges shall use any Reserve Bank of India (RBI) approved electronic mode of payment such as ECS, RECS, NECS, NEFT etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories for making cash payment/ dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the registrar and share transfer agent for physical shares.

Pursuant to the provisions of Sec 124 of the Companies Act, 2013, dividend declared, which remain unclaimed for a period of Seven years will transferred by the Company to the Investor Education and Protection Fund as shown here under..

<b>Financial Year</b>	<b>Unpaid/Unclaimed Dividend as on 31.03.2016</b>	<b>Date of Declaration</b>	<b>Due Date for Transfer to Investor Education and Protection Fund Account</b>
<b>2012-13</b>	<b>Rs.1,41,149/=</b>	<b>12.10.2013</b>	<b>11.10.2020</b>

## **VOTING THROUGH ELECTRONIC MEANS**

1. Pursuant to Section 108 and corresponding Rules of Companies Act, 2013, the Company will provide e-voting facility to the members. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.
2. The notice will be sent to all the Members, whose names appear on the Register of Members and /list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited on 02.09.2016.
3. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
4. The company has appointed Mr. Pankaj, Practicing Company Secretary (Membership No: A29408 & COP No: 10598) of Chennai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
5. The scrutinizer will submit his final report to Chairman of the Company within two working days after the conclusion of e-voting period.
6. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on / or after annual general meeting within the prescribed time limits.
7. The result of the e-voting will also be placed at the website of the Company viz. [www.bafnapharma.com](http://www.bafnapharma.com) and also on [www.evotingindia.com](http://www.evotingindia.com).
8. The scrutinizer's decision on the validity of e-voting will be final.
9. The Voting rights for the equity shares are one vote per Equity Share, registered in the name of the member.
10. Kindly note that the Members can opt for only one mode of voting i.e. either by physical attendance or e-voting. If you are opting for e-voting, then do not vote by physical attendance also and vice versa. However, in case a Member has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical attendance and the voting by physical attendance will be treated as invalid. However, a member voting through e-voting platform may also attend the general meeting.
11. Electronic copy of the notice inter-alia indicating the process and manner of e-voting is being sent to all the members whose e-mail id are registered with the company / depository participants for the communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the notice inter-alia indicating the process and the manner of e-voting is being sent in the permitted mode.

### **E-VOTING – Instructions**

In compliance with the provisions of Clause - 44 of the Listing Regulations read with section 108 of the Companies Act 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their votes by

electronic means for all the resolutions detailed in the Postal Ballot Notice and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

Details of persons to be contacted for issues relating to e-voting:

Cameo Corporate Services Limited

No: 1, Club House road, Chennai- 600002

Ph: (044) 28460390, Fax (044) 28460129

[investor@cameoindia.com](mailto:investor@cameoindia.com)

The e-voting module shall be disabled for voting on 27<sup>th</sup> September 2016 at 5.00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the company as on 21<sup>st</sup> September 2016 (cut-off / record date for determining the eligibility to vote through postal ballot / electronic mode).

Mr. Pankaj Mehta, (Membership No: A 29407 and Certificate of Practice No: 10598) Practicing Company Secretary has been appointed as the scrutinizer to ensure that the postal ballot & e-voting process is conducted in a fair and transparent manner. The Scrutinizer's Report of the votes cast in favour or against, if any, will be submitted on 30<sup>th</sup> September 2016, to the Chairperson or Whole time Director of the Company. The Chairperson / Whole time Director shall declare the results of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's Notice Board at the registered office & Company's website and on the websites of NSE, BSE & CDSL, immediately, after the Chairperson / Whole time Director declares the result.

The instructions for shareholders voting electronically are as under:

- 1) The voting period begins on 25<sup>th</sup> September 2016 at 9.00 am and ends on 27<sup>th</sup> September 2016 at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/Record Date as of 21<sup>st</sup> September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) The shareholders should log on to the e-voting website **[www.evotingindia.com](http://www.evotingindia.com)**.
- 3) Click on Shareholders.
- 4) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.

- 6) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 7) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 17) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 19) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Note: Sequence number has been provided as S No. in the address label**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 6:**

The Board of Directors of the Company at their meeting held on 30<sup>th</sup> May , 2016 has, on recommendation by the Audit Committee, appointed M/s Thanigaimani & Associates (FRN No.101899), Cost Accountants as the Cost Auditors for the Financial year 2016-17 at a remuneration of Rs. 45,000/- ( Rupees Forty Five Thousand Only ) plus applicable taxes and out of pocket expenses.

As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

The Board considers the remuneration payable to the cost auditor as fair and recommends the resolution contained in item no.11 of the accompanying notice for approval of the members as an Ordinary Resolution.

No Director, Key Managerial Persons (KMPs) or their relatives, are concerned or interested in the said resolution.

### **Item No. 7:**

In terms of provisions of Section 149 of the Companies Act, 2013, Mrs. Sabitha, an executive of the Company, was appointed as Women cum Executive Director of the Company w.e.f. 27.03.2015 and her appointment was confirmed by the members of the Company in the Annual General Meeting held on September 30, 2015. In terms of Section 196 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act, the company intends to ratify her remuneration for a period of five years effective from March 27, 2015, as mentioned below;

#### **1. Monthly remuneration**

BASIC:	Rs.33,900/-
HRA:	Rs.16,950/-
Conveyance	Rs.1600/-
SPL:	Rs.4050/-
TOTAL	Rs.56,500

with such annual increments / increases as may be decided by the Nomination and Remuneration Committee from time to time.

#### **2. Computation of Perquisites**

The following shall not be included the computation of perquisites (i) Company's contribution to provident fund and superannuation fund to the extent they are singly or put together are not taxable under the Income-tax Act, (ii) Gratuity at the rate of half a month's salary for each completed year of service; (iii) Leave with full pay as per the rules of the Company with encashment of un-availed leave being allowed.

### 3. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

### 4. Valuation of perquisites

Perquisites / allowances shall be valued as per Income-tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

### 5. Other terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of directors as it may, in its discretion, deem fit within the amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the approval of the Central Government, if required.

#### I. General Information

- (1) Nature of the industry: Pharmaceuticals
- (2) Date of commencement of business: 28.03.1995
- (3) Financial Performance:

Year ended 31 <sup>st</sup> March	Revenue (Rs Lakhs)	Profit before tax (Rs Lakhs)	Profit after tax (Rs Lakhs)	Net worth (Rs Lakhs)	Fixed Assets-net (Rs Lakhs)	Dividend %	Earnings per share (Rupees)
2016	8,655.96	(1,252.75)	(1,218.44)	5,801.47	4,699.07	NIL	(6.53)
2015	14,365.53	607.90	610.73	7,019.91	4,862.95	NIL	3.27
2014	17,894.46	222.51	133.61	6,734.69	6,639.78	NIL	0.72

2013	17,016.64	517.94	387.92	6,601.08	6,293.33	6%	2.08
2012	12,500.82	536.54	207.41	6,245.78	6,982.14	NIL	1.19

II. Information about the appointee:

1.	Background details	Post Graduate in International Business (MBA), having 19 years of experience in Pharma Industry.
2.	Past remuneration	Rs.53,000/- p.m.
3.	Recognition and awards	Long serving Employee.
4.	Job profile	Manager – Purchase Department.
5.	Remuneration <b>proposed</b>	As mentioned in monthly remuneration above
6.	Comparative remuneration profile with respect to industry	Information not available
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel	She does not hold any Equity Shares in the Company.  She is not related to any Directors
8.	Directorship in other companies	Bafna Life Styles Remedies Limited.

III. Other Information

None of the Directors of the Company, other than Mrs. Sabitha, is interested or concerned in this resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Other details of the Directors whose appointment is proposed at Item Nos. 3 & 4 of the accompanying Notice, have been given in the annexure attached.**

**(i) Mr. Bafna Mahaveer Chand (DIN: 01458211)**

Name of the Director	Shri Bafna Mahaveer Chand
Date of Birth	01/11/1961
Status	Executive – Non Independent Director
Qualification & Expertise	He is the main Promoter of the Company and has over three decades of experience in Pharmaceutical industry. He is a Chemistry Graduate from Madras University. He is considered to be a doyen in the industry with in-depth know-how and expertise of all the faculties & operations of the industry. Thanks to his diligence and vision, the company has transformed itself from a proprietary firm to a listed entity, credited with a facility accredited by UK-MHRA. Being an expert in both domestic and international business, his contributions towards developing domestic institutional business and international CRAMS business, setting up the State-of-the art R&D center and the drive to acquire the Marque Brand 'Raricap' have scripted the success story of the company. He has been honored by the National Level Entrepreneurship Excellence award in 2010.
Names of other public company(ies) in which directorship held	Nil
Total shares held by him in the company	24,61,381
Relationship with other directors in the company	NA

**(ii) Mr. Paras Bafna (DIN: 01933663)**

Name of the Director	Shri Paras Bafna
Date of Birth	29/09/1966
Status	Executive – Non Independent Director

Qualification & Expertise	He is one of the Promoter - Director of the Company. He is a Commerce Graduate and MBA with 24 years of experience in Planning & Production. His innate understanding of emerging pharmaceutical market trends has helped us to advance technically by innovative methods. His astute thinking and management skills are largely responsible for the smooth functioning of our factories.
Names of other public company(ies) in which directorship held	Nil
Total shares held by him in the company	9,12,163
Relationship with other directors in the company	NA

**BAFNA PHARMACEUTICALS LIMITED**

**CIN: L24294TN1995PLC030698**

**Regd. Office: New No. 68, Old No. 299, Thambu Chetty Street, Chennai – 600 001**

**Ph: 044-25267517 / 25270992 Fax: 044-25231264 Email: [info@bafnapharma.com](mailto:info@bafnapharma.com) Website: [bafnapharma.com](http://bafnapharma.com)**

**FORM No: MGT 11**

**PROXY FORM**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014**

**21<sup>st</sup> Annual General Meeting**

Name of the member(s)	:
Registered address	:
E-mail id	:
Folio No / Client Id	:
DP ID	:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: ..... E-mail Id: .....

Address:

.....

Signature: ....., or failing him / her

2. Name: ..... E-mail Id: .....

Address:

.....

Signature: ....., or failing him / her

3. Name: ..... E-mail Id: .....

Address:

.....

Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on Wednesday, the 28<sup>th</sup> day of September, 2016 at 3.00 PM at 147, Madhavaram Red Hills High Road, Grantlyon Village, Chennai – 600052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional See Note no.2) Please mention no. of shares		
		For	Against	Abstain
1	Adoption of the financial statements of the Company for the year ended 31 <sup>st</sup> March, 2016 including the audited Balance Sheet as at 31 <sup>st</sup> March, 2016, the audited Statement of Profit and Loss for the year ended on that date, notes thereto, together with the reports of the Board of Directors and Auditors thereon.			
2	Adoption of the Consolidated financial statements of the Company for the year ended 31 <sup>st</sup> March, 2016 including the audited Balance Sheet as at 31 <sup>st</sup> March, 2016, the audited Statement of Profit and Loss for the year ended on that date, notes thereto, together with the reports of the Board of Directors and Auditors thereon			
3	Appointment of a Director in the place of Shri Bafna Mahaveer Chand (DIN: 01458211), who retires by rotation and being eligible, offers himself for re-appointment as a Director.			
4	Appointment of a Director in the place of Shri Paras Bafna (DIN: 01933663), who retires by rotation and being eligible offers himself for re-appointment as a Director.			
5	Ratification of Appointment of M/s. Abhay Jain & Co., Chartered Accountants, Chennai.			
6	To ratify Appointment & Remuneration of Cost Auditors.			
7	To ratify and confirm appointment and remuneration of Mrs. Sabitha (DIN: 02643259), Executive Director of the Company.			

Affix 1 Rupee Revenue Stamp
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Signed this..... day of..... 2016

Signature of shareholder  
holder(s)

Signature of Proxy

**Note:**

i) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

ii) It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions,