



THE ARYA VAIDYA PHARMACY (COIMBATORE) LIMITED

CIN: U24233TZ1948PLC000009

NOTICE TO SHARE HOLDERS

Notice is hereby given that the **73rd(Seventy Third) Annual General Meeting** of the members of **The Arya Vaidya Pharmacy (Coimbatore) Limited** will be held at Ayurvedic Trust Campus, Trichy Road, Coimbatore – 641045 at 11.30 A.M. on Thursday, **the 30th day of September 2021** to transact the following businesses:

You are requested to make it convenient to attend the meeting.

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and Consolidated Financial Statements for the financial year ended 31st March 2021 including the Balance Sheet as at 31st March 2021, Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Boards' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Dr.Ramkumar Kutty who a retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

RATIFICATION OF PAYMENT OF REMUNERATION TO COST AUDITORS:

RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, the remuneration fixed at Rs.50,000/- (Rupees Fifty Thousand Only) exclusive of taxes, out of pocket expenses and travel expenses etc., to **M/s.C.S.Hanumantha Rao & Co., Cost Accountants (Firm Registration No.000216)** who have been appointed as Cost Auditor by the Board of Directors for the Financial Year 2021- 2022 be and is hereby ratified”.

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

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

APPOINTMENT OF Mr. SUDHAKAR MALLAYA AS DIRECTOR OF THE COMPANY:

RESOLVED THAT pursuant to Section 160 and other applicable provisions of the Companies Act, 2013 read with Article 36 (a) and (b) of the Articles of Association of the company, approval of the members be and is hereby accorded for appointment of Mr.Sudhakar Mallya having DIN 00832423 as Nominee Director representing the Investor **PHI CAPITAL GROWTH FUND – I, with effect from 17.08.2021 not liable to retirement by rotation”**



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5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolutions:

APPOINTMENT OF MR.KRISHNADAS R. VARIER AS EXECUTIVE DIRECTOR

“RESOLVED THAT pursuant to Section 160 of the Companies Act, 2013 read with Article 36 (a) and (b) of the Articles of Association of the company, approval of the members be and is hereby accorded for appointment of Mr.Krishnadas R. Varier having DIN 00318938 as director representing Promoters, with effect from 17.08.2021 liable to retirement of rotation.

“RESOLVED FURTHER THAT pursuant to Sections 196, 197, read with Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 2013 (as amended to date) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time approval of the members, be and is hereby accorded for appointment of Mr.Krishnadas R. Varier as Director, designated as Executive Director of the company with effect from 17.08.2021 for a period of three years until 16.08.2024 with a remuneration as detailed hereunder for a period of three years from 17.08.2021 until 16.08.2024”

Particulars	Amount in Rs. (Per month)
Basic	48971
ADHOC	480
HRA	14470
Special Allowance	21963
Other Allowance	9137
Conveyance	1579
Factory Allowance	3400
Total Gross	100000

PF, Bonus, Gratuity and other Perquisites as per the policy of the company

FURTHER RESOLVED THAT notwithstanding anything mentioned hereinabove, where in any financial year, during the currency of the tenure of his office if the company has no profits or its profits are inadequate, the above remuneration shall be paid as minimum remuneration subject to limits specified under Part II of Section II to Schedule V to the Act by the Central Government from time to time”.

The above remuneration shall be paid to him subject to deduction of all taxes at source as per Laws & Rules applicable from time to time

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of the aforesaid Executive Director from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Central Government from time to time without any further reference to the members of the Company in General Meeting

BY ORDER OF THE BOARD

Date : 16.08.2021
Place : Coimbatore

Sd/-
C. Devidas Varier
Managing Director
[DIN 00334722]



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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total Share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxy holder shall provide his identity at the time of attending the meeting.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be deposited at the Registered office of the Company at Secretarial Department, No.42, Perumal Kovil Street, Ramanathapuram, Coimbatore – 641 045 not less than 48 hours before the commencement of the meeting.
3. Statement of Material Facts as per Section 102 of the Companies Act, 2013 is attached to the notice in respect of special business.
4. Members are requested to notify any change in their address immediately to the registered office of the company.
5. Members are eligible to avail nomination facility for the shares held by them as per the Companies Act, 2013. Members desirous of availing this facility may file at the registered office of the company, the prescribed form.
6. In terms of Section 29A read with rule 12 A Companies (Preference & Allotment of Securities) Rules, 2014, of the Act, company has enabled facility of demat. The ISIN No. of the company INE119Z01017. Demat facility has been enabled with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). We request the members who have not yet done demat of their shares to get it demated at the earliest. M/s. **S.K.D.C. Consultants Limited**, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, TN, India Phone: +91 422 4958995, 2539835 / 836, Fax: +91 422 2539837, Email: info@skdc-consultants.com have been appointed as share transfer agents for the purpose of facilitating demat of shares alone for a shareholder requesting for transfer of shares.
7. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.
8. Members are requested to sign at the space provided on the attendance slip and hand it over at the entrance of the meeting hall.



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9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. Transfer of Unclaimed / unpaid amounts to the Investor Education and Protection Fund:

Pursuant to Sections 205A, 205C and other applicable provisions, if any, of the erstwhile Companies Act, 1956 and also Pursuant to Section 124 of the Companies Act, 2013, all unclaimed / unpaid dividend, remaining unclaimed for a period of seven years from the date they become due for payment, in relation to the Company have been transferred to the IEPF Authority established by the Central Government.

Shareholders who have not yet received dividend out of the dividends declared in Annual General Meeting 2014 for the financial year 2013-14 and in subsequent years are requested to contact the registered office of the Company and collect the dividend due on their shares. Members are requested to note that the Unclaimed Dividend for the year ended 31st March 2014 declared at the Annual General Meeting held in 2014 is due to be transferred to the Investor Education and Protection Fund (IEPF) on 02.11.2021. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No.IEPF-5 available on www.iepf.gov.in. The company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 26th September 2019 on the website of the company. These details are also available on the website of the Ministry of Corporate Affairs at the web-link: www.iepf.gov.in.

11. Transfer of Equity Shares to IEPF Authority:

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Rules thereunder as amended from time to time, all shares on which Dividend declared in the AGM 2015 has not been claimed for seven consecutive years or more shall be transferred to the IEPF Authority, in compliance with the procedure laid down under the said Rules. Members are requested to take note of the same and claim their unclaimed dividends, if any immediately to avoid transfer of underlying shares to IEPF Authority. In respect of those shares already transferred to the IEPF Authority, it can be claimed back by the concerned shareholders from IEPF Authority after complying with the procedures under the "Rules".

12. The shareholders whose name appear in the Register of Members (both in physical and demat form) as on 31.08.2021 (cut-off date) is recognized for sending the annual reports. Any person who becomes share holder after cutoff date can get the copy of annual report by requesting through mail id : cs@avpayurveda.in (or) Secretarial Department, 42, Perumal Koil Street, Ramanathapuram, Coimbatore – 641045.

13. The Register of Members both physical and demat will be closed from 23.09.2021 to 30.09.2021.

14. The Share holders whose name appearing in the Register of Members as on 22.09.2021 will be entitled to attend and vote at the meeting.

BY ORDER OF THE BOARD,

Sd/-
C.Devidas Varier
Managing Director
DIN No. 00334722

Place: Coimbatore
Date: 16.08.2021



STATEMENT OF MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

BUSINESS NO.3:

The Board of Directors has approved the appointment of the Cost Auditors to conduct the audit of the cost records of the company for the financial year 31st March 2022 along with the payment of remuneration of Rs.50,000/-. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the company. Accordingly, the consent of the members required for the company to pay remuneration payable to the Cost Auditors for the year ending 31st March 2022. The resolution under Item No.3 is placed for the approval of the shareholders by way of ordinary resolution.

BUSINESS NO.4:

As per Article 36 (a) and (b) of the Articles of Association, the Investor is entitled to appoint initially two directors representing on their behalf out of the total directors they are entitled to appoint in the company. Mr.Haresh who is already nominee of the Investor in the Board of the Company. In terms of Section 161 of the Companies Act, 2013, Mr.Sudhakar Mallya having DIN 00832423 was appointed as an additional director to hold office until the conclusion of the next Annual General Meeting with effect from 17.08.2021 at the Board Meeting held on 16.08.2021. Your management proposed the appointment of Mr.Sudhakar Mallya as director at the ensuing Annual General Meeting in terms of Section 160 of the Companies Act, 2013 at their Board Meeting held on 16.08.2021. The appointment of Mr.Sudhakar Mallya is proposed as non-executive director who will be not liable to retirement by rotation. The resolution under business no.4 is placed for the approval of the shareholders by way of Ordinary resolution

None of the Promoters, Directors of the Company, Key Managerial Personnel or their relatives are either directly or indirectly are interested or concerned in the aforesaid resolution except the appointee.

BUSINESS NO.5:

As per clause Article 36 (a) and (b) of the Articles of Association of the company, Promoters' Nominee Directors can appoint upto 5 directors in the Board of the Company representing the Promoters'. Mr.Krishnadas R. Varier having DIN No 00318938 was appointed as an additional director designated as Executive Director with effect from 17/08/2021 with remuneration at the Board Meeting held on 16.08.2021 to hold office until the conclusion of the ensuing Annual General Meeting. His period of office and payment of remuneration was proposed for three years from 17.08.2021 to 17.08.2024. His appointment is subject to the Provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

The payment of remuneration is proposed pursuant to Section 197 and other applicable provisions of the Act read with Part II of Section II to Schedule V to the Act. The Company proposes to pay the said remuneration as minimum remuneration even if the company has no profits or its profits are inadequate, subject to the limits specified under Part II of Section II of Schedule V to the Act from time to time. The remuneration payable is within the limits as specified under Part II of Section II to Schedule V to the Act.:

The appointee Mr.Krishnadas R.Varier, B.Sc (Maths), aged 50 years. He is not holding any shares in the Company. He is holding directorship in AVP Marketing and Exports Limited as director and not holding any shares in the company. The appointee is not drawing salary in the other company in which he is a director.



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None of the Promoters, Directors of the Company, Key Managerial Personnel or their relatives are either directly or indirectly are interested or concerned in the aforesaid resolution except the appointee.

The relevant information required to be furnished under Section II of Part II of Schedule V to the Companies Act, 2013 are furnished hereunder:

1	Nature of Industry	Pharmaceutical	
2	Date or expected date of commencement of Commercial production	The company is already functioning	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial Performance based on given indicators : (Rs. in lakhs)	Year Ended	
	Particulars	31-03-2021	31-03-2020
	Revenue from Operations (Net)	66,27,78,327	75,05,96,825
	Other Income	78,02,323	37,13,583
	Total	67,05,80,650	75,43,10,408
	Profit Before Tax	(8,32,97,119)	11,07,012
	Profit After Tax	(8,31,72,240)	7,53,561.56
	Dividend - Amount	(35,61,019)	(1,000)
	- Percentage		
	Earnings Per Share (Rs.)	(10.10)	0.15
	Share Capital	8,23,25,070	4,87,11620
	Reserves	48,95,89,382	21,04,91,271
	Net Worth	57,19,14,452	25,92,02,891
Debt-Equity Ratio			
5	Foreign Investment and Export Performance		
	Export Performance :		
5a	Year Ended	31/03/2021	
b	Exports on FOB basis	Rs.5,28,99,372	
c	Foreign Exchange outgo referable to	NIL	
	i. Dividend		
	ii. Commission		
	iii. New Technology / Consultancy		
6	Foreign Investments	NIL	
7	Technical Collaborators	NIL	



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Details of Mr. Krishnadas R. Varier, Whole-Time Director

II. Information about the Appointee / recipient of remuneration

1.	Back-ground details	He has basically qualified in B.Sc.,(Maths) and Advanced Diploma in System Management. He started his career in Mumbai working for Cabot Corporation as IT Executive.
2.	Past remuneration:	He is being appointed as Executive Director in the company now and providing details of past remuneration will not apply. However, he was in the employment of the company and now appointed as Executive Director. The remuneration proposed to be paid as per the resolution placed in Item No.5 is the remuneration he was drawing already employed in the company.
	Salary (P.A)	
	Other benefits (Medical Reimbursement & GAS Bills)	
	Commission	
	Total	
3	Recognition or Awards	---
4	Job profile and his suitability	He has been working in the AVP Group since 2002. He has worked in the various departments of the company like IT, Production, HR, Branch Administration and Sales.
5	Remuneration Proposed	Payment of remuneration as stated in the resolution in Item No,5 of the Notice of Annual General Meeting. To pay minimum remuneration in the event of loss / inadequacy of profits at the period of three years from 17/08/2021 to 17/08/2024 during term of appointment as Executive Director. The resolution has been proposed accordingly
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be with reference to the country of his origin	The remuneration currently paid is comparable in the industry and commensurate with the responsibility envisaged under the post of Executive Director
7	Pecuniary Relationship directly or indirectly with the company or relationship managerial personnel if any	NIL except that he was in the employment of the company and was drawing the same remuneration which is proposed to be paid, as stated in the resolution in Item No.5 of the Notice of the Annual General Meeting.



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I. Other Information:

1	Reason for Loss or inadequacy	The company incurred loss during the financial year 2020-21 due to pandemic situation. Factory operations were affected, sales were affected, patient treatment were also affected because of lockdown.
2	Steps taken or proposed to be taken for improvement	<p>As the valued shareholders are aware, AVP has brought in M/s. PHI Capital Trust as investors on board for driving business growth as mentioned above at both the National and International levels.</p> <p>Though 2020-21, was a challenging year, your Company is now poised for robust growth in the coming years. Your company has embarked on active promotional campaigns through print, traditional media, remind media & New-age media like digital, OTT etc., The benefits of focused brand building and products promotions through such efforts are to unfold during the current financial year. The Exports markets now show signs of improvement and your Company is confident in increasing the sales and presence in the international markets.</p>
3	Expected increase in productivity and profit in measurable terms	The potential for further growth in Institutional Business is promising with business set to increase from 15% to 20%.

II. Disclosure : Not Applicable

BY ORDER OF THE BOARD,

Sd/-

C.Devidas Varier
Managing Director
[DIN No. 00334722]

Place: Coimbatore
Date: 16.08.2021