



MOREPEN LABORATORIES LIMITED

Regd. Off: Morepen Village, Nalagarh Road, Near Baddi, Distt.Solan, H.P. - 173 205

CIN: L24231HP1984PLC006028; **Website:** www.morepen.com;

E-mail Id: investors@morepen.com; **Tel No.:** +91-01795-276201-03; **Fax No.:** +91-01795-276204

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the members of **Morepen Laboratories Limited** will be held on **Friday, 22nd day of September, 2017 at 10.30 A.M.** at the Registered Office of the Company at Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan, Himachal Pradesh - 173 205, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement, including Consolidated Financial Statements, of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Dr. Arun Kumar Sinha (DIN: 00450783), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s. Satinder Goyal & Co., Chartered Accountants (FRN: 027334N), as the Statutory Auditors of the Company, to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to provision of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to all the applicable laws and regulations, including but not limited to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as proposed by the Board of Directors pursuant to the recommendations of the Audit Committee, M/s. Satinder Goyal & Co., Chartered Accountants (FRN: 027334N), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. M Kamal Mahajan & Co. LLP, Chartered Accountants (FRN: 006855N/N500061), for a term of five (5) consecutive years, i.e. to hold office from the conclusion of this Annual General Meeting until the conclusion of 37th Annual General Meeting, to be held in the year 2022 and that the Board of Directors of the Company, be and are hereby authorized to fix such remuneration including out-of-pocket expenses (collectively “Auditor's Remuneration”) as may be recommended by the Audit Committee of the Board, in consultation with Statutory Auditors, to be agreed upon between the Statutory Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS

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

Appointment of Ms. Anju Suri (DIN: 00042033) as Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Anju Suri (DIN: 00042033), who holds office up to the conclusion of this Annual General Meeting, be and is hereby appointed as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

Approval of the appointment and remuneration of M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the Company

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the appointment, by the Board of Directors, of M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 (FY 2017-18) at the following remuneration:

Particulars	Amount (Rs.)
Bulk Drugs	1,25,000
Drug Formulations	1,25,000
Out of Pocket Expenses (Limited to Actual)	50,000
Total (Maximum)	3,00,000

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

**By order of the Board of Directors
For Morepen Laboratories Limited**

Place : New Delhi
Date : June 12, 2017

Sushil Suri
(Chairman & Managing Director)
DIN : 00012028



NOTES

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to the special business set out under Item Nos. 4 to 5 of the Notice, is annexed hereto and forms part of the notice.
2. The relevant details, as required under Secretarial Standard – 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors at the Annual General Meeting ('AGM') are furnished herewith and forms part of the Notice.
3. **A MEMBER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. 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 member.

The instrument appointing proxies, in order to be effective, should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 16, 2017 to Friday, September 22, 2017 (both days inclusive).
6. Members/Proxies should bring the Attendance Slip sent herewith, duly filled in and signed, for attending the meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN to the RTA 'MAS Services Limited'.
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MAS Services Limited, for consolidation into a single folio.
9. **To support the 'Green Initiative', the Members are requested to register/update their e-mail id's, contact details and addresses with the RTA 'MAS Services Limited'/Depositories for receiving all communications including Annual Report, Notices, Circulars, etc., from the Company electronically.**
10. The Notice of the 32nd AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. Members may also note that the Notice of 32nd AGM and the Annual Report 2016-17 will be available on Company's website, www.morepen.com. The 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. Members who have any queries may write to us at investors@morepen.com.
12. The Auditors Report pursuant to Section 145 of the Companies Act, 2013, Register of Directors & Key Managerial Personnel and their Shareholdings pursuant to Section 170, Register of Contracts or Arrangements in which Directors are interested pursuant to Section 189 and the Register of Proxies, will be available for inspection by the members at the AGM.
13. Route Map showing directions to reach the venue of 32nd AGM is given at the end of this Notice.

14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to exercise their right to vote, on all the resolutions set forth in the Notice of 32nd AGM of the Company, by electronic means through the remote e-voting services provided by National Securities Depository Limited (NSDL).

The Members, whose name appear in the Register of Members, holding shares in physical or in dematerialised form, as on the cut-off date i.e. Friday, September 15, 2017 (end of day), including those preference shareholders whose dividends have remained unpaid for more than two years, are entitled to cast their votes on the resolutions set forth in this Notice.

The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The remote e-voting shall commence at 9.00 a.m. on Monday, September 18, 2017 and shall end at 5.00 p.m. on Thursday, September 21, 2017.

In addition, the facility for voting by use of 'Ballot Paper' shall also be made available at the AGM, for all those members who are present at the AGM but have not cast their votes by remote e-voting.

The members desirous to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for Remote E-voting:

The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitation of remote e-voting for AGM. The instructions for remote e-voting are as under :

(a) In case of Members receiving e-mail from NSDL:

- i) Open the PDF file 'Morepen remote e-Voting.pdf' attached to the email, using your Client Id / Folio No. as password. The PDF file contains your User Id and Password for remote e-voting. Please note that the password provided in PDF file is 'Initial Password'.
- ii) Launch internet browser and open <https://www.evoting.nsdl.com/>.
- iii) Click on Shareholder – Login.
- iv) If you are already registered with NSDL for remote e-voting then you can use your existing User Id and Password/PIN for casting your vote.
- v) If you are logging in for the first time, please enter the 'User Id' and 'Initial Password' as noted in step (i) above and click on 'Login'.
- vi) Password change menu will appear. Change the 'Initial Password' with a new Password of your choice with minimum 8 digits/characters or combination thereof. Note the new Password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
- viii) Select 'EVEN' of '**MOREPEN LABORATORIES LIMITED**'.
- ix) Now you are ready for remote e-voting as 'Cast Vote' page opens.
- x) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- xi) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xii) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to investors@morepen.com with a copy marked to evoting@nsdl.co.in.



(b) In case of Members receiving physical copy of the Notice of AGM and Attendance Slip:

- i) Initial Password is provided as follows along with Attendance Slip:

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES
–	–	–	–

- ii) Please follow all steps from S. No. (ii) to S. No. (xiii) above, to cast your vote.

General Instructions :

- (a) During the remote e-voting period, members of the Company, holding shares either in physical or dematerialized form as on the cut-off date i.e. Friday, September 15, 2017 (end of day), may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- (c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (d) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 15, 2017 (end of day).
- (e) Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e. Friday, September 15, 2017 (end of day), may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or to the Company's Registrar - Mas Services Limited at info@masserv.com.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.

Note: If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

- (f) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (g) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (h) The Company has appointed Mr. P. C. Goel, Practicing Company Secretary (Membership No. FCS 1434 & C.P. No. 457) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (i) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Ballot Paper' for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- (j) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- (k) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.morepen.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall, simultaneously, be forwarded to NSE & BSE which shall place the results on their website.

**By order of the Board of Directors
For Morepen Laboratories Limited**

**Place : New Delhi
Date : June 12, 2017**

**Sushil Suri
(Chairman & Managing Director)
DIN : 00012028**



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013, the following statement sets out all material facts concerning each item of special business mentioned under Item Nos. 4 and 5 of the accompanying Notice:

Item No. 4:

Pursuant to Rule 13 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the members of the Company are hereby informed that the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("Act"), from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Ms. Anju Suri, for the office of Director of the Company, to be appointed as such under the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force).

The Company has received from Ms. Anju Suri, Director of the Company, the following disclosures as per the relevant provisions of Companies Act, 2013:

- a) Consent in writing to act as Director of the Company pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- b) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act.

The Board of Directors of the Company recommends the passing of the resolution set out under Item No. 4 of the Notice as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Anju Suri (Director), Mr. Sushil Suri (Chairman and Managing Director) and their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5:

As per the recommendations of the Audit Committee, the Board of Directors of the Company have appointed M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 (FY 2017-18) pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be approved by the shareholders of the Company.

The Board of Directors of the Company recommends the passing of the resolution set out under Item No. 5 of the Notice as an **Ordinary Resolution**.

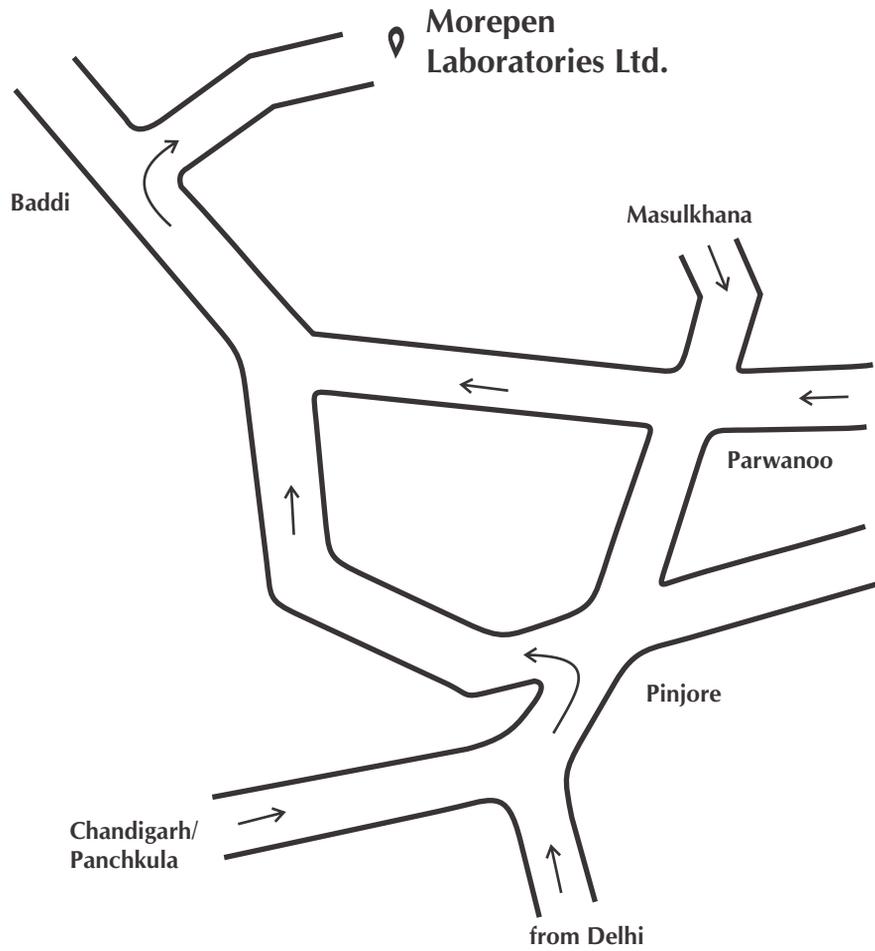
None of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting

(Pursuant to Secretarial Standards - 2, Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Companies Act, 2013)

Particulars	Dr. Arun Kumar Sinha	Ms. Anju Suri
Date of Birth	17.03.1951	23.10.1967
Age	66	49
Qualification	M.Sc. – Chemistry, Ph.D.–Chemistry, PG Diploma in Personnel Management & Industrial Relations	M.A. (Sociology) & B.Ed.
Date of first appointment	15.06.2005	09.11.2016
Expertise in specific functional areas	Wide professional and technical expertise of more than 43 years in the pharmaceutical industry.	Experience of more than 14 years in Administration & HR and implementation and execution of Special Projects.
Directorships in other Companies (excluding foreign companies)	Nil	<ul style="list-style-type: none"> • Epitome Holdings Private Limited • Backhome Foods and Foods Private Limited • Morepen Biotech Limited • Morepen Hospitality Limited • React Investments and Financial Services Private Limited • Square Investments and Financial Services Private Limited • Seed Securities and Services Private Limited
Memberships/Chairmanships of Board Committees in other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Number of shares held in the Company	100	51,86,369
DIN	00450783	00042033
No. of meetings of Board attended during the year and other directorships	1	2
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil	W/o. Mr. Sushil Suri Chairman & Managing Director
Terms and conditions of appointment	Whole-time Director, liable to retire by rotation	Non-Executive Director, liable to retire by rotation

ROUTE MAP TO THE AGM VENUE



(Map not to scale)

MOREPEN LABORATORIES LIMITED

Regd. Off: Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan, H. P.– 173 205

CIN : L24231HP1984PLC006028; **Website :** www.morepen.com;

E-mail Id : investors@morepen.com; **Tel No.:** + 91-01795-276201-03; **Fax No.:** + 91-01795-276204

Form No. MGT – 11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered address:.....	
E-mail Id:	Folio No./DP ID & Client ID:.....

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

- 1) Name: E-mail Id:
- Address: Signature: or failing him/her
- 2) 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 32nd Annual General Meeting of the Company, to be held on Friday, the 22nd day of September, 2017 at 10.30 a.m. at the Registered Office of the Company at Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan, H. P. – 173 205 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1.	Receive, consider and adopt the Audited Financial Statement, including Consolidated Financial Statements, of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon.		
2.	Appointment of Director in place of Dr. Arun Kumar Sinha (DIN: 00450783), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s. Satinder Goyal & Co., Chartered Accountants (FRN: 027334N), as Statutory Auditors of the Company.		
4.	Appointment of Ms. Anju Suri (DIN: 00042033) as Director of the Company.		
5.	Approval of appointment and remuneration of M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the Company for the financial year ending March 31, 2018.		

Signed this day of 2017. Signature of Member(s):

Affix
Revenue
Stamp

NOTES:

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. 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 member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

MOREPEN LABORATORIES LIMITED

Regd. Off : Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan, H. P.– 173205

CIN: L24231HP1984PLC006028; **Website :** www.morepen.com;

E-mail Id : investors@morepen.com; **Tel No.:** +91-01795-276201-03; **Fax No.:** +91-01795-276204

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

You are aware that the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued thereunder, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of Morepen Laboratories Limited to contribute to the cause of '**Green Initiative**' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.morepen.com.

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

Best Regards,

Sd/-

Sushil Suri

(Chairman & Managing Director)

E-COMMUNICATION REGISTRATION FORM

Folio No. /DP ID & Client ID:

Name of the 1st Registered Holder:

Name of the Joint Holder[s]: (1) (2)

Registered Address:

E-mail ID (to be registered): Mob./Tel. No.:

I/We shareholder(s) of Morepen Laboratories Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date:

Signature:

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.