



Auro Laboratories Limited

314, T. V. Industrial Estate, S.K. Ahire Marg,
Worli, Mumbai - 400 030. India
Tel. : + 91 22 6663 5456
Fax : +91 22 6663 5460
E-mail : auro@aurolabs.com
Web : www.aurolabs.com

Reg. Off. / Mfg. Unit :
K 56, M. I. D. C. Tarapur,
Dist. Palghar, Maharashtra - 401506.
CIN No. L33125MH1989PLC051910

Date: September 5, 2017

BSE Limited,
Corporate Relations Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Reg: Security Code No. 530233

Dear Sirs,

Subject: Notice for 28th Annual General Meeting

We are enclosing herewith Notice for 28th Annual General Meeting of the **Auro Laboratories Limited** for the Financial Year 2016-17 will be held on Friday, September 29, 2017 at 12:30 p.m. at K-56, M.I.D.C., Industrial Area, Tarapur, Boisar, Dist. Thane-401506 to transact the business as stated in the Notice.

Kindly take the above on record.

Thanking you,

For AURO LABORATORIES LIMITED

SHARAT DEORAH
CHAIRMAN & MANAGING DIRECTOR
[DIN: 00230784]

Encl: as above.

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of **AURO LABORATORIES LIMITED** will be held on Friday, September 29, 2017 at 12:30 p.m. at the registered office of the Company situated at K-56, M.I.D.C. Industrial Area, Tarapur, Boisar, Dist. Thane, Maharashtra – 401 506 to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Siddhartha Deorah, (DIN: 00230796) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors, M/s. Khurdia Jain & Co., Chartered Accountants in place of M/s. Kothari Jain & Associates, Chartered Accountants, who retires at the ensuing Annual General Meeting and 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 the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Khurdia Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 120263W) with the Institute of Chartered Accountants of India) be and are appointed as the Statutory Auditors of the Company in place of M/s. Kothari Jain & Associates, Chartered Accountants, the retiring Auditors, to hold office from the conclusion of the ensuing AGM until the conclusion of the 33rd AGM to be held in 2022 (subject to ratification of the appointment by the members at every AGM held after this AGM) at such remuneration as may be agreed upon by the Audit Committee / Board of Directors in consultation with the Statutory Auditors.”

SPECIAL BUSINESS:

4. **APPOINTMENT OF MR. SHARAT DEORAH AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. Sharat Deorah (DIN 00230784) as Chairman & Managing Director of the Company for a period of 3 years, w.e.f. April 01, 2017 at a consolidated remuneration not exceeding ₹60,00,000/- per annum as per the terms and conditions tabled before the Board, subject to approval of the shareholders at the ensuing Annual General Meeting.



FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.

FURTHER RESOLVED THAT the Board be and is hereby authorised to fix, alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits mentioned above and the limits specified in the Schedule V, Part II, Section II read with other applicable provisions, if any, of the Companies Act, 2013, or any amendments thereto or enactments thereof from time to time and further in the event of sufficient profits in any year during the tenure of his appointment to pay maximum permissible remuneration as provided in Section 197 of the Companies Act, 2013.”

5. APPOINTMENT OF MR. SIDDHARTHA DEORAH AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. Siddhartha Deorah (DIN 00230796) as the Whole-time Director of the Company for a period of 3 (Three) Years w.e.f. April 1, 2017 at a consolidated remuneration not exceeding ₹60,00,000/- per annum as per the terms and conditions tabled before the Board, subject to approval of the shareholders at the ensuing Annual General Meeting.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.

FURTHER RESOLVED THAT the Board be and is hereby authorised to fix, alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits mentioned above and the limits specified in the Schedule V, Part II, Section II read with other applicable provisions, if any, of the Companies Act, 2013, or any amendments thereto or enactments thereof from time to time and further in the event of sufficient profits in any year during the tenure of his appointment to pay maximum permissible remuneration as provided in Section 197 of the Companies Act, 2013.”

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of section 20 of Companies Act, 2013 and all other applicable provisions, if any, made therein, the consent of the members is hereby accorded for service /

delivery of document(s) to member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their registered address, or by such electronic or other mode as prescribed / may be prescribed under the Act, from time to time.

RESOLVED FURTHER THAT upon request of member(s) for delivery of any document(s) through a particular mode of delivery, the Company do serve / deliver document(s) to such member(s) through that particular mode and / or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode and that the fees so charged shall be paid by the member to the Company in ten days advance.

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

Registered Office:
K-56, M.I.D.C,
Tarapur Industrial Area,
Thane – 401 506.

Date: May 30, 2017.

For and on behalf of the Board
AURO LABORATORIES LIMITED

SHARAT DEORAH
(DIN: 00230784)
CHAIRMAN & MANAGING DIRECTOR

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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing a proxy should however be deposited at the registered office of the company duly completed not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

2. **The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 18.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold Directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements), 2015, are provided in the Annexure.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 23, 2017 to September 29, 2017** (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
8. 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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar / Company.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

10. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
11. The Company's shares are listed on BSE Limited, Mumbai.
12. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/S. SHAREX DYNAMIC (INDIA) PVT.LTD.

[Unit: Auro Laboratories Limited]

Unit No.1, Luthra Ind. Premises, Andheri Kurla Road,

Safed Pool, Andheri (East), MUMBAI - 400 072

Tel: 022 2851 5606 / 2851 5644

Email: sharexindia@vsnl.com

13. Relevant documents referred to in the Notice are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting
14. Members/Proxies holding their Shares in physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
15. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
16. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form; they must quote their DP ID and Client ID Number.
17. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Voting through electronic means:
 - (i) Pursuant to Section 108 of the Companies Act, 2013 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) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
 - (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent



manner and he has communicated his willingness to be appointed and will be available for the same purpose.

- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- (v) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **September 22, 2017**.
- (vi) 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, i.e. **September 22, 2017** only shall be entitled to avail the facility of e-voting/ remote e-voting.
- (vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **September 22, 2017** may obtain the User ID and password from SHAREX DYNAMIC (INDIA) PVT. LTD (Registrar & Transfer Agents of the Company).
- (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.aurolaboratories.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.
- (ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **September 29, 2017**.
- (x) The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins at 9.00 a.m. (IST) on **September 26, 2017** and ends at 5.00 p.m. (IST) on **September 28, 2017** 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) of **September 22, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> • 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. • 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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)

After entering these details appropriately, click on “SUBMIT” tab.

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant AURO LABORATORIES LIMITED on which you choose to vote.
- (xii) 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.



- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **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 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
 - After receiving the login details they have to create a corporate user who would be able to link the accounts they would be able to cast their vote.
 - The list of accounts should be mailed to 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office:
K-56, M.I.D.C,
Tarapur Industrial Area,
Thane – 401 506
Date: May 30, 2017.

For and on behalf of the Board
AURO LABORATORIES LIMITED

SHARAT DEORAH
(DIN: 00230784)
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

ITEM NO.4:

Mr. Sharat Deorah, was appointed as Chairman & Managing Director of the Company for a term of 3 years which expired on March 31, 2017. Mr. Sharat Deorah is on the Board of the Company since May 26, 1989 and looks after overall affairs of the Company. The terms of appointment & ceiling of remuneration of ₹ 60 Lakhs p.a. as proposed have been cleared and approved by Nomination & Remuneration Committee and the Board at their meeting held on February 10, 2017. This ceiling is on overall remuneration proposed with liberty to vary the same within this aforesaid overall ceiling.

In addition to above Salary and allowance, he will be also entitled to the following perquisites:

- a) Gratuity payable at a rate of half month's salary for each completed year of service.
- b) Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- c) Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.
- d) Leave Travel Concession for self and family once a year incurred in accordance with the rules of the Company.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (amended from time to time) for the re-appointment of Mr. Sharat Deorah as a Chairman and Managing Director for a period of 3 years commencing April 01, 2017.

MEMORANDUM OF INTEREST

Mr. Siddhartha Deorah being closely related to Mr. Sharat Deorah as Son, is deemed to be concerned and interested in the resolution at Item no. 4. Except Mr. Siddhartha Deorah and Mr. Sharat Deorah, none of the Directors/KMP of the Company is concerned or interested in this resolution.

ITEM NO.5:

Mr. Siddhartha Deorah, was appointed as Whole Time Director of the Company for a term of 3 years which expired on March 31, 2017. Mr. Siddhartha Deorah is on the Board of the Company since August 1, 1999 and looks after the Purchase and Sales aspects of the Company. The terms of appointment & ceiling of remuneration of ₹ 60 Lakhs p.a. as proposed have been cleared and approved by Nomination & Remuneration Committee and the Board at their meeting held on February 10, 2017. This ceiling is on overall remuneration proposed with liberty to vary the same within this aforesaid overall ceiling.

In addition to above Salary and allowance, he will be also entitled to the following perquisites:

- a) Gratuity payable at a rate of half month's salary for each completed year of service.



- b) Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- c) Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.
- d) Leave Travel Concession for self and family once a year incurred in accordance with the rules of the Company.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time) for the re-appointment of Mr. Siddhartha Deorah as a Whole Time Director for a period of 3 years commencing April 01, 2017.

MEMORANDUM OF INTEREST

Mr. Sharat Deorah being closely related to Mr. Siddhartha Deorah as Father is deemed to be concerned and interested in the resolution at Item no. 5. Except Mr. Sharat Deorah and Mr. Siddhartha Deorah, none of the Directors/KMP of the Company is concerned or interested in this resolution.

ANNEXURE “A” TO THE EXPLANATORY STATEMENT:**I. GENERAL INFORMATION:**

1. Nature of Industry: The main business of the Company is from manufacturing of Pharmaceutical products.
2. Date or expected date of commencement of commercial production: Not Applicable, as the Company is an existing Company.
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:

(Amount in ₹)

Sr. No.	Particulars	2016-2017	2015-2016	2014-2015
1.	Gross Income	370,030,775	294,542,858	342,390,333
2.	Profit before tax	29,232,230	8,818,914	8,038,353
3.	Profit after tax	14,034,390	8,818,914	8,038,353
4.	Dividend paid (including tax)	--	--	--
5.	Rate of dividend %	--	--	--

5. Foreign Investments or collaborations, if any: Company does not have any investment outside India

II. INFORMATION ABOUT THE APPOINTEE:

Name of Director	Mr. Sharat Deorah	Mr. Siddhartha Deorah
Date of Birth	June 2, 1950	September 21, 1978
Date of Appointment	May 26, 1989	August 1, 2013
Brief resume of the Director	He is associated with the Company since May 26, 1989 as Director of the Company and has an experience of over 30 years to his credit. He looks after the Overall affairs of the Company.	He is associated with the Company since August 1, 1999 as Director of the Company and has an experience of over 15 years to his credit. He looks after the Purchase and Sales aspects of the Company
Qualification	B. Com	MBA
Recognition or awards	Nil	Nil
Past remuneration	₹30,00,000/- p.a.	₹30,00,000/- p.a.
Nature of his expertise in specific functional areas	Finance & Administration	Production & Marketing

Remuneration Proposed	₹60,00,000/- p.a. (This is proposed remuneration and actual will be decided from time to time within the overall ceilings by the Board.)	₹60,00,000/- p.a. (This is proposed remuneration and actual will be decided from time to time within the overall ceilings by the Board.)
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 respect to the country of his origin):	Not possible being a unique nature of the industry. However, as compared to the size of our company, the remuneration to be paid is going to be very comparative as per the industry norms.	Not possible being a unique nature of the industry. However, as compared to the size of our company, the remuneration to be paid is going to be very comparative as per the industry norms.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	- Being promoter, he is directly related to the Company. - Father of Mr. Siddhartha Deorah	- Being promoter, he is directly related to the Company. - Son of Mr. Sharat Deorah

III. Other Information:

- (1) Reasons of loss or inadequate profits: The Company has not incurred losses, but had inadequate profits to pay higher remuneration to its Managing Director/ whole time Director. This is because of Competition and other outside factors.
- (2) Steps taken or proposed to be taken for improvement: With steps taken by the management, the company is expected to improve further.
- (3) Expected increase in productivity and profits in measurable terms: The management expects about 10-15% increase in performance and profits.

IV. Disclosures:

Necessary disclosures shall be made in the Directors Report annually and Shareholders will be provided all the necessary information.

The Board recommends the resolution set forth in Item No. 4 & 5, subject to the approval of the Members at the ensuing Annual General Meeting

ITEM NO.6:

As per the provisions of section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his registered office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document

in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting; the Board accordingly commends the Ordinary Resolution set out at Item No. 6 of the accompanying notice, for the approval by the members of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

Registered Office:

K-56, M.I.D.C,
Tarapur Industrial Area,
Thane – 401 506

Date: May 30, 2017.

For and on behalf of the Board
AURO LABORATORIES LIMITED

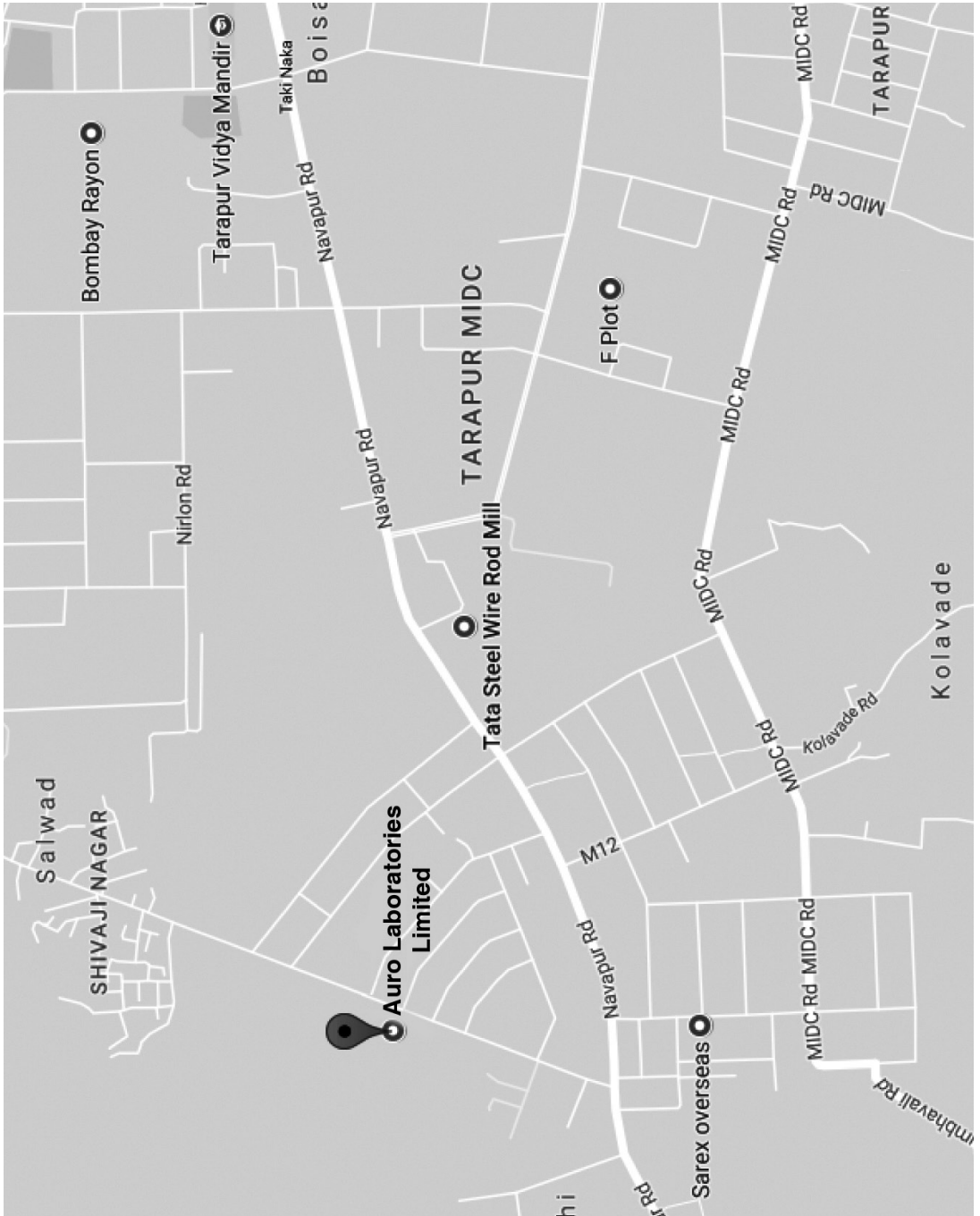
SHARAT DEORAH
(DIN: 00230784)
CHAIRMAN & MANAGING DIRECTOR

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015:

Name of Director	Mr. Sharat Deorah	Mr. Siddhartha Deorah
Directors Identification Number (DIN)	0000230784	0000230796
Brief resume & Nature of expertise in specific functional areas	He is associated with the Company since May 26, 1989 as Director of the Company and has an experience of over 30 years to his credit. He looks after the Overall affairs of the Company.	He is associated with the Company since August 1, 1999 as Director of the Company and has an experience of over 15 years to his credit. He looks after the Purchase and Sales aspects of the Company
Disclosure of relationship between directors inter-se	Father of Mr. Siddhartha Deorah	Son of Mr. Sharat Deorah
Names of listed entities in which the person also holds the directorship	NIL	NIL
No. of Shares held in the Company	1164100 Shares	391850 shares
Membership & Chairmanships of Committees of the Board	Nil	-Audit Committee -Stakeholders Relationship Committee



This route map of Annual General Meeting
Venue: K-56, M.I.D.C., Boisar, Tarapur, Thane - 401 506.



AURO LABORATORIES LIMITED

Regd. Office : K56, M.I.D.C, TARAPUR INDUSTRIAL AREA, THANE - 401506
 Tel. No.: +91-22-6663 5456 (4 Lines) Fax : +91-22-6663 5460;
 Email Id : auro@aurolabs.com ; Website : www.aurolabs.com
 CIN : L33125MH1989PLC051910

ATTENDANCE SLIP

DP ID*	
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Folio No.	
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Client ID*	
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No. of Share(s)	
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Name & Address of Shareholder:

I/We hereby record my / our presence at the 28th Annual General Meeting of the Company held on Friday, September 29, 2017 at 12:30 p.m at K56, M.I.D.C, Tarapur Industrial Area, Thane - 401506.

Signature of Shareholder / Proxy

* Applicable for investors holdings shares in electronic form.

FORM NO. MGT-11

PROXY FORM

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

CIN : L33125MH1989PLC051910
 Name of the Company : AURO LABORATORIES LIMITED
 Registered Office : K56, M.I.D.C, TARAPUR INDUSTRIAL AREA, THANE - 401506
 Email Id : auro@aurolabs.com
 Website : www.aurolabs.com
 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 AURO LABORATORIES LIMITED, hereby appoint:

1. Name:

Address:

E-mail Id: Signature: or failing him

2. Name:

Address:

E-mail Id: Signature: or failing him

3. Name:

Address:

E-mail Id: Signature: or failing him

and as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on **Friday, September 29, 2017 at 12:30 p.m** at **K56, M.I.D.C, Tarapur Industrial Area, Thane - 401506** and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Particulars	For	Against
Ordinary Business			
1.	To approve and adopt Audited Financial Statement, for the year ended 31 st March, 2017 and reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Siddhartha Deorah, (DIN: 00230796) who retires by rotation.		
3.	Appointment of M/s. Khurdia Jain & Co., Chartered Accountants in place of M/s. Kothari Jain & Associates, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
4.	Appointment of Mr. Sharat Deorah as Chairman & Managing Director of the Company.		
5.	Appointment of Mr. Siddhartha Deorah as Whole Time Director of the Company.		
6.	Determind the fees for delivery of any document.		

Affix
Revenue
Stamp of
₹1

Signed this..... day of2017.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Note:

- (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of 28th Annual General Meeting of the Company.
- (2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting.
- (3) Please put 'X' in the appropriate column against a resolutions indicated in the box. If you leave the "FOR" or "AGAINST" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) A proxy need not be a member of the Company.
- (5) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder.