



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 1, 2018

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

Reg: Security Code No. 530233

Subject: Notice for 29th Annual General Meeting

Dear Sirs,

We are enclosing herewith Notice for 29th Annual General Meeting of the **Auro Laboratories Limited** for the Financial Year 2017-18 will be held on Saturday, September 29, 2018 at 11:30 a.m. at K-56, M.I.D.C., Industrial Area, Tarapur, Boisar, Dist. Palghar, Maharashtra - 401506 to transact the business as stated in the Notice.

Kindly take the above on record.

Thanking you,
For AURO LABORATORIES LIMITED

SIDDHARTHA DEORAH
WHOLE TIME DIRECTOR
[DIN: 00230796]

Encl: as above.

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the Members of **AURO LABORATORIES LIMITED** will be held on Saturday, September 29, 2018 at 11:30 a.m. at the registered office of the Company situated at K-56, M.I.D.C. Industrial Area, Tarapur, Boisar, Dist. Palghar, Maharashtra – 401 506 to transact, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Kavita Vijaykant Sharma (DIN 07139910) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Approval of re-appointment of Mr. Govardhan Das Agarwal (DIN: 00545428), Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019.

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Govardhan Das Agarwal (DIN: 00545428), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from April 1, 2019 to March 31, 2024.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and matters as may be deemed necessary to give effect to this resolution.”

4. Approval of re-appointment of Mr. Kailash Bubna (DIN: 01877773), Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019.

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kailash Bubna (DIN: 01877773), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from April 1, 2019 to March 31, 2024.



RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and matters as may be deemed necessary to give effect to this resolution.”

Registered Office:
K-56, M.I.D.C,
Tarapur Industrial Area,
Palghar – 401 506.
Date: August 13, 2018.

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 26, 2018 to September 29, 2018** (both days inclusive).
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.

Purva Share Registry India Pvt. Ltd.

9 Shiv Shakti Indl Estate, J. R. Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (East), Mumbai – 400 011.
Tel: 022-23012518 / 23016761
Email: support@purvashare.com
Web: www.purvashare.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 they have communicated their 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, 2018.**
- (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, 2018** 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, 2018** may obtain the User ID and password from PURVA SHARE REGISTRY 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.aurolabs.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, 2018.**
- (x) The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins at 9.00 a.m. (IST) on **September 26, 2018** and ends at 5.00 p.m. (IST) on **September 28, 2018**. 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, 2018** 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,
Palghar – 401 506.
Date: August 13, 2018.

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. 3 & 4:

Mr. Govardhan Das Agarwal and Mr. Kailash Bubna were appointed as Independent Directors of the company for five consecutive years from April 1, 2014 upto March 31, 2019, by the Members of the Company in the AGM held on September 6, 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company.

Based on performance evaluation and recommendations of Nomination and Remuneration Committee and in terms of the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Govardhan Das Agarwal and Mr. Kailash Bubna, being eligible for re-appointment as Independent Directors offer themselves for re-appointment, are proposed to be re-appointed as Independent Directors for another term of five consecutive years from April 1, 2019 upto March 31, 2024.

In the opinion of the Board, Mr. Govardhan Das Agarwal and Mr. Kailash Bubna fulfill the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations for their re-appointment as Independent Non-Executive Director of the Company and are independent of the management. Copy of the draft letter for appointment of Mr. Govardhan Das Agarwal and Mr. Kailash Bubna as Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Office of the Company during working days between 11:00 a.m. to 1:00 p.m. upto and including the date of AGM of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Govardhan Das Agarwal and Mr. Kailash Bubna as Independent Directors of the Company.

Accordingly, the Board recommends the Special Resolutions in relation to eligibility and re-appointment of Mr. Govardhan Das Agarwal and Mr. Kailash Bubna as Independent Directors of the Company for another term of five consecutive years with effect from April 1, 2019 upto March 31, 2024, for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Govardhan Das Agarwal and Mr. Kailash Bubna for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

Registered Office:
K-56, M.I.D.C,
Tarapur Industrial Area,
Palghar – 401 506.
Date: August 13, 2018.

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. Govardhan Das Agarwal	Mr. Kailash Bubna	Mrs. Kavita Sharma
Directors Identification Number (DIN)	00545428	01877773	07139910
Brief resume & Nature of expertise in specific functional areas	Mr. Govardhan Das Agarwal is a B. Com. Graduate, has an experience of over 35 years in the field of Marketing & Administration to his credit and is associated with the Company since March 1, 2004	Mr. Kailash Bubna, is associated with the Company since July 14, 2009 and has an experience of over 25 years in the field of Administration to his credit.	Mrs. Kavita Sharma, is associated with the Company since March 27, 2015 and has an experience of over 10 years in the field of Marketing
Disclosure of relationship between directors inter-se	Not Applicable	Not Applicable	Not Applicable
Names of listed entities in which the person also holds the directorship	NIL	NIL	NIL
No. of Shares held in the Company	Nil	Nil	Nil
Membership & Chairmanships of Committees of the Board	<ul style="list-style-type: none"> - Audit Committee - Nomination & Remuneration Committee - Stakeholders Relationship Committee 	<ul style="list-style-type: none"> - Audit Committee (Chairperson) - Nomination & Remuneration Committee (Chairperson) - Stakeholders Relationship Committee (Chairperson) 	<ul style="list-style-type: none"> - Nomination & Remuneration Committee

AURO LABORATORIES LIMITED

Regd. Office : K56, M.I.D.C, TARAPUR INDUSTRIAL AREA, PALGHAR - 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*		Folio No.	
Client ID*		No. of Share(s)	

Name & Address of Shareholder:.....

I/We hereby record my / our presence at the 29th Annual General Meeting of the Company held on Saturday, September 29, 2018 at 11:30 A.M at K56, M.I.D.C, Tarapur Industrial Area, Palghar - 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, PALGHAR - 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 **29th** Annual General Meeting of the Company, to be held on **Saturday, September 29, 2018 at 11:30 A.M at K56, M.I.D.C, Tarapur Industrial Area, Palghar - 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 March 31, 2018 and reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Kavita B. Sharma (DIN:07139910), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3.	Approval of re-appointment of Mr. Govardhan Das Agarwal (DIN: 00545428), Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019.		
4.	Approval of re-appointment of Mr. Kailash Bubna (DIN: 01877773), Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019.		

Signed this..... day of2018.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp of ₹1

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 29th 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.

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

