

**ARVEE LABORATORIES (INDIA) LIMITED**

Registered Address: 403, Entice, Nr. Jayantilal Park BRTS, Iskcon Bopal Road, Ambli, Ahmedabad, Gujarat - 380058

[compliance@arveelabs.com](mailto:compliance@arveelabs.com) CIN: L24231GJ2012PLC068778

[www.arveelabs.com](http://www.arveelabs.com), Tel: 91- 2717-430479

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**NOTICE**

Notice is hereby given that the 10th Annual General Meeting of the members of Arvee Laboratories ( India ) Limited will be held at on Friday, 24<sup>th</sup> September, 2021 at 11:30 a.m. at the Registered Office of the Company situated at 403, Entice, Nr. Jayantilal Park BRTS, Iskcon-Bopal Road, Ambli, Ahmedabad, Gujarat - 380058 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2021 and Statement of Income and Expenditure and Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon and documents annexed thereto.
2. To appoint Mr. Shalin Bharatbhai Chokshi (having Director Identification Number: 00191903) a Director of the Company who retires by rotation and being eligible offers himself for reappointment.

**APPOINTMENT OF AUDITORS:**

3. “RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Jaimin Deliwala & Co. Chartered Accountants (FRN.: 103861W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of annual general meeting for the year ended on 31<sup>st</sup> March, 2021 for a period of five years to conduct statutory audit of the company commencing from the financial year 2021 - 2022 on such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

**SPECIAL BUSINESS**

4. Appointment of Statutory Auditors to fill Casual Vacancy

To appoint statutory auditor of the Company and to fix their remuneration and it thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Jaimin Deliwala & Co. ( New Auditor) Chartered Accountants (FRN.: 103861W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. KCJM & Associates, Chartered Accountants ( FRN.: 0121324W), Ahmedabad.

RESOLVED FURTHER THAT M/s. Jaimin Deliwala & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from 18<sup>th</sup> July, 2021 till the conclusion of Annual General Meeting for the year 2021 as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

5. To consider and if thought fit to pass with or without modification the following resolution as an Special Resolution for appointment of Mrs. Neetu Rishi Jalan as an Independent Director :

“RESOLVED THAT, pursuant to the provision of Section 149, 150 and 152 and other applicable provision, if any, of the Companies Act, 2013 and rules made there under read with Schedule IV of the Companies Act, Mrs. Neetu Rishi Jalan ( DIN : 08719470 ) who was appointed as an Additional Director with effect from 12<sup>th</sup> February, 2021 under Section 161 of the Companies Act 2013 be and is hereby appointed as Independent Director of the Company to hold office for a term up to five consecutive years commencing from 12<sup>th</sup> February, 2021 and shall not be liable to retire by rotation”.

6. To consider and if thought fit to pass with or without modification the following resolution as an Special Resolution for grant of loans, or providing Security or Guarantee for the loans availed by other entities in which the Directors of the Company are interested.

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to grant loans, Investment and/or giving of security and/or guarantee for the loans availed or to be availed by the following body corporates one in which one or more Director(s) of the Company are interested, either directly or indirectly:

- a. Arvee Speciality Chemicals Private Limited

“RESOLVED FURTHER THAT the maximum amount of Loans and/or guarantee and/or Security of an aggregate amount not exceeding Rs. 10 crores (Rupees Ten Crores only) at any time provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“FURTHER RESOLVED THAT the Chairman and Managing Director of the Company or any one of the Directors of the Company or the Company Secretary of the Company be and are hereby authorised to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution.”

7. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution for remuneration for remaining tenure of Shalin Sudhakarbhai Patel Managing Director of the Company :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration of Rs. 5.00 Lacs per month to Mr. Shalin Sudhakarbhai Patel (DIN: 01779902), Chairman and Managing Director, for the remaining period namely , from October 1, 2020 to December 3, 2022”;

“RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

“RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary such terms of appointment & remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation, as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Shalin Sudhakarbhai Patel as Chairman and Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments as may be necessary”.

8. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution for remuneration for remaining tenure of Shalin Bharatbhai Chokshi Whole Time Director of the Company :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration of Rs. 5.00 Lacs per month to Mr. Shalin Bharatbhai Chokshi ( DIN: 00191903 ), Whole Time Director, for the remaining period namely , from October 1, 2020 to December 3, 2022”;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Whole Time Director, subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Shalin Bharatbhai Chokshi as Whole Time Director

within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments as may be necessary”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for grant of approval of related party transactions :

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to enter into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arm’s length basis with related parties within the meaning of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement annexed to the Notice on such terms and conditions as may be agreed between the Company and its related party.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds, things, settle any queries, doubt that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effects to this Resolution in the best interest of the Company.”

10. To consider and if thought fit to pass with or without modification the following resolution as an Special Resolution for appointment of Mr. Dipen Ashit Dalal as an Independent Director :

“RESOLVED THAT, pursuant to the provision of Section 149, 150 and 152 and other applicable provision, if any, of the Companies Act, 2013 and rules made there under read with Schedule IV of the Companies Act, Mr. Dipen Ashit Dalal ( DIN : 0009219731 ) who was appointed as an Additional Director with effect from 17<sup>th</sup> July, 2021 under Section 161 of the Companies Act 2013 be and is hereby appointed as Independent Director of the Company to hold office for a term up to five consecutive years commencing from 17<sup>th</sup> July, 2021 and shall not be liable to retire by rotation”

**FOR & ON BEHALF OF THE BOARD OF  
ARVEE LABORATORIES (INDIA) LIMITED**

**Place: Ahmedabad  
Dated: 17<sup>th</sup> July, 2021**

**Sd/-**

**MANAGING DIRECTOR  
Shalin Sudhakarbhai Patel**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the “Act”), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as “AGM”), as set out under Item No(s). 4 to 10 above and the relevant details of the Directors as mentioned under Item No (s). 2 above as required by Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.
3. 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. The holder of proxy shall prove his identity at the time of attending the Annual General Meeting. Attendance Slip, Proxy Form and the Route Map of the venue of the Meeting are annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of Board Resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
5. Members / proxies / authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting.

6. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.
9. The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, 18th September, 2021 to Friday, 24<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
10. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturday between 11:00 a.m. to 01:00 p.m. prior to the date of Annual General Meeting of the Company.
11. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
12. SEBI has decided that securities of listed companies can be transferred only in dematerialised form April 01, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
13. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs or RTA of the Company.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.

15. The Members of the company holding Shares as on Saturday, 20<sup>th</sup> August, 2021 (Cut-off date for entitlement of Annual Report), shall be eligible for receiving the Annual Report 2020-21 along with the notice of the Annual General Meeting, by electronic mode to all the members whose email addresses are registered with the Depository Participant(s).
16. Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.
17. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, change of address/name etc. to their Depository Participant. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members. The e-voting period commences on Tuesday, the September 21, 2021 at 9:00 a.m. and ends on Thursday, September 23, 2021 at 5:00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. Saturday, September 18, 2021, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module will be disabled by NSDL for voting thereafter. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 18, 2021. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
18. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
19. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.

The Scrutinizers shall immediately after the conclusion of the voting at the meeting, first count the votes of the valid poll paper cast at the 10th Annual General Meeting. They shall then proceed to unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The



Scrutinizers thereafter shall submit their report to the Chairperson after completion of their scrutiny. The result of the voting will be announced within 2 working days of the conclusion of the 10th Annual General Meeting at the Registered Office of the Company.

The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.arveelabs.com](http://www.arveelabs.com) and on the website of NSDL and shall also be intimated to the National Stock Exchange (NSE) where shares of the Company are listed.

Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

A detailed list of instructions for e-voting is annexed to this Notice. Facility of Video Conferencing will be provided at the Venue, in case the number of members attending the AGM exceeds than permitted by the laws for the time being in force.

## Instructions for e-voting

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

**The Electronic voting particulars are set out below:**

<b>EVEN (E-VOTING EVENT NUMBER)</b>
<b>116809</b>

The detailed instructions for e-voting are as follows:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
<b>Individual Shareholders holding securities in demat mode</b>	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b>

<p><b>with NSDL</b></p>	<p>icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at</li> </ol>

	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) by email to [compliance@arveelabs.com](mailto:compliance@arveelabs.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) to [compliance@arveelabs.com](mailto:compliance@arveelabs.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**CONTACT DETAILS:**

Company	:	<b>ARVEE LABORATORIES (INDIA) LIMITED</b> Registered Address: 403, Entice, Nr. Jayantilal Park BRTS, Iskcon - Bopal Road, Ambli Ahmedabad, Gujarat - 380058 <a href="mailto:compliance@arveelabs.com">compliance@arveelabs.com</a> CIN : L24231GJ2012PLC068778 <a href="http://www.arveelabs.com">www.arveelabs.com</a> Tel : 91- 2717-430479
Registrar & Transfer Agents	:	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059 Tel: +91 22 62638200 Fax: +91 22 62638299
E-voting Agency	:	National Securities Depository Limited Email : <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Phone : 1800-222-990 (Toll Free)
Scrutinizer	:	Jalan Alkesh & Associates Practicing Company Secretary E-mail : <a href="mailto:jalanalkesh@gmail.com">jalanalkesh@gmail.com</a>



### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jalankesh@gmail.com](mailto:jalankesh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available **on** [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: **1800-1020-990/1800-2244-30** or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## ANNEXURES TO THE NOTICE

### ANNEXURE A

**Details of the Director retiring by rotation and seeking Re-appointment at the Annual General meeting pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard: 2 (SS:2) issued by ICSI and approved by the Central Government.**

Name of the Director	Shalin Bharatbhai Chokshi
Father's Name	Bharatbhai Chokshi
Date of Birth	16/10/1984
Qualification	He is a graduate in commerce and holds a degree in Masters of Professional Accounting, Monash University, Australia.
Date of Joining the Board of Director of the Company	27/01/2012
Number of Shares held in the Company	13,38,000
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Other Chairmanship / Membership of Committees of Board of other Companies	Nil
Specific Functional Area	He has been pivotal in bringing new international raw material suppliers to the Company which has proved to be highly cost beneficial to the company. At the same time he has identified key consumers for Company's products in the International market. He closely monitors Company affairs and its functions
Relationship with Directors / inter-se KMP	Nil
Experience	Mr. Shalin Bharat Chokshi, aged 36 Years, is the Promoter and Whole Time Director of our

	Company. He is a graduate in commerce and holds a degree in Masters of Professional Accounting, Monash University, Australia. He has 11 years of experience in sales and international business. He has worked with Companies like B Chokshi Chem Private Limited, where he was responsible for developing new clients as well as suppliers. He has been instrumental in identifying new suppliers to strategically improve the Company supply chain.
Terms and Conditions of appointment	As per the agreement entered with effect from 4 <sup>th</sup> December, 2017. He is appointed on salary of Rs. 1.00 Lacs per month with effect from 4 <sup>th</sup> December, 2017. However with effect from 1 <sup>st</sup> October, 2020 his salary has been increased to Rs. 5.00 Lacs per month.
Remuneration sought to be paid and last drawn	Rs. 3672946 paid during the year 2020 – 2021. It is proposed to pay remuneration of Rs. 5.00 lacs with effect from 1 <sup>st</sup> October, 2020.
Number of meeting of Board of Directors attended during the year	10

**FOR & ON BEHALF OF THE BOARD OF  
ARVEE LABORATORIES (INDIA) LIMITED**

**Place: Ahmedabad  
Dated: 17<sup>th</sup> July, 2021**

**Sd/-**

**MANAGING DIRECTOR  
Shalin Sudhakarbai Patel**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item No. 4 to 10 is as under:**

**Item No. 4**

KCJM & Associates, Chartered Accountants have vide their letter dated 17<sup>th</sup> July, 2021 tendered their resignation as auditors with effect from 18<sup>th</sup> July, 2021. The Board of Directors in their meeting held on 17<sup>th</sup> July, 2021 have accepted the same.

Based on the recommendation of Audit Committee, the Board of Directors in their meeting held on 17<sup>th</sup> July, 2021 have appointed Jaimin Deliwala & Co., Chartered Accountants, Ahmedabad to hold office from 18<sup>th</sup> July, 2021 till the conclusion of annual general meeting for the year ended on 31<sup>st</sup> March, 2021 to fill the casual vacancy caused by the resignation of KCJM & Associates.

The Company has received consent letter and eligibility letter from Jaimin Deliwala & Co., Chartered Accountants, Ahmedabad to act as statutory auditors alongwith a confirmation that if their appointment is made it will be within the limits prescribed by the provision of Companies Act, 2013.

None of the Directors or Key Managerial Personnel are interested in the proposed resolution

The Board recommends the passing of resolution as mentioned in item no. 4

**Item No. 5**

The Board of Directors of the Company at its meeting held on June 27, 2020, appointed Mrs. Neetu Rishi Jalan as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from February 12, 2021, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Compensation Committee and the Board have recommended the appointment of Mrs. Neetu Rishi Jalan as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mrs. Neetu Rishi Jalan to be appointed as Director of the Company.

The Company has received a declaration from Mrs. Neetu Rishi Jalan confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mrs. Neetu Rishi Jalan consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Neetu Rishi Jalan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management except Mrs. Neetu Rishi Jalan, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution in relation to appointment of Mrs. Neetu Rishi Jalan as an Independent Director of the Company, as set out in Item No. 5 for approval of the members by way of a Special Resolution. Additional Information required pursuant to SS – 2 is as under:

Name of the Director	Neetu Rishi Jalan
Father's Name	Shivkumar Daulatram Gupta
Date of Birth	03/07/1982
Qualification	Bachelor of Arts
Date of Joining the Board of Director of the Company	12 <sup>th</sup> February, 2021
Number of Shares held in the Company	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Other Chairmanship / Membership of Committees of Board of other Companies	In addition to this Company, Mrs. Neetu Jalan is an independent director on the Board of Directors of H.M. Electromech Limited. Neetu Jalan is also a member of the Audit Committee of H.M. Electromech Limited.
Specific Functional Area	Neetu Jalan has experience in the field of the administration of affairs of the Company. Neetu Jalan is an independent director on the Board of Directors of H.M. Electromech Limited. Neetu Jalan is also a member of the Audit Committee of H.M. Electromech Limited.
Relationship with Directors / inter-se KMP	None
Experience	Neetu Jalan has experience in the field of the administration of affairs of the Company

Terms and Conditions of appointment	Upton 5 years commencing from date of appointment i.e. 12 <sup>th</sup> February, 2021.
Remuneration sought to be paid and last drawn	Nil. However the Board of Directors is at liberty to pay remuneration within the limits of Companies Act 2013.
Number of meeting of Board of Directors attended during the year	1

### **Item No. 6**

Vide Companies (Amendment) Act, 2017, Section 185 of the Act has been amended and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the explanatory Statement and such loans are utilized by the borrowing company for its principal business activities only.

In view of the above and in line with the approval of the shareholders accorded under section 186 of the Act & as an abundant caution, the Board at its meeting held on July 15, 2021 decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loans, Investment and/or giving of security and/or guarantee for the loans availed or to be availed by the following body corporates one in which one or more Director(s) of the Company are interested, either directly or indirectly subject to the maximum amount of Loans and/or guarantee and/or Security of an aggregate amount not exceeding Rs. 10 crores (Rupees Ten Crores only) at any time.

#### a. Arvee Speciality Chemicals Private Limited

Mr. Shalin Patel and Mr. Shalin Chokshi, Director of the Company are also the Directors of Arvee Speciality Chemicals Private Limited. Mr. Shalin Chokshi holds 25% of the Paid up Capital. Shalin Chokshi HUF holds 25% of the Paid up Capital and Shalin Patel HUF holds 25% of Paid up Capital and Chandrabalaben Patel (Mother of Shalin Patel ) holds 25% of Paid up Capital of Arvee Speciality Chemicals Private Limited.

The proposed transaction is within the limits of approvals taken earlier under Section 186 of the Companies Act, 2013. None of Directors other than Mr. Shalin Patel and Mr. Shalin Chokshi are interested in the proposed resolution. None of Key Managerial Personnel are interested in the proposed resolution.

## **Item No. 7**

The Board of Directors at its meeting held on 5<sup>th</sup> November, 2020 and pursuant to the recommendation of Nomination and Remuneration Committee have decided to increase the remuneration of Mr. Shalin Sudhakarbhair Patel with effect from 1<sup>st</sup> October, 2020. It is proposed to increase the monthly remuneration from present Rs. 1.00 Lacs to Rs. 5.00 Lacs for the remaining tenure till 3<sup>rd</sup> December, 2022. Mr. Shalin Sudhakarbhair Patel is a Director of the Company since 1.4.2014. He became Managing Director of the Company with effect from 4<sup>th</sup> December, 2017.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the Agreement dated 4<sup>th</sup> December, 2017 and 18<sup>th</sup> December, 2020 executed by the Company with the Chairman and Managing Director is kept and available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting (“AGM”) at the Registered Office of the Company.

Mr. Shalin Sudhakarbhair Patel is the son of Mr. Sudhakarbhair Chhotabhair Patel having Director Identification Number 01779902. He has attended all the 10 Board Meetings of the Company held during the year. Mr. Shalin Sudhakarbhair Patel is not related to any other Director or Key Managerial Personnel. Mr. Shalin Sudhakarbhair Patel was born on 23<sup>rd</sup> November, 1974. Mr. Shalin Patel is also a Director in Shree Rama Multi-Tech Limited (a Listed Company) and 2 Private Limited Company namely 1. Arvee Speciality Chemicals Private Limited and 2. Applitech Infotech Private Limited. He is also a member of Audit Committee, Stakeholders Committee and Nomination and Remuneration Committee of Shree Rama Multi-Tech Limited.

**Mr. Shalin Sudhakarbhair Patel**, aged 46 Years, is the Promoter and Managing Director of our Company. He holds a degree in Master of Business Administration from Cleveland State University – USA. He has experience of more than 20 years in project management for technically based industries. His experience includes engineering and design of instrumentation and control systems, computer networks and software development for biopharmaceutical, power distribution, chemical and plastics industries. He has worked with companies like Applied Biosystems, ISO-New England, and National Grid. Currently, he is looking after purchase, sales, research & development and overall business development of the Company.

Since in terms of Schedule V of the Companies Act, 2013, the effective Capital of your Company is more than Rs. 5.00 Crores but less than 100.00 Crores, the Company can pay minimum remuneration of Rs. 5.00 Lacs per month to one managerial personnel.

The details of shares held by him and his relatives are as under:

<b>Sr. No.</b>	<b>Name of Shareholder</b>	<b>Number of Shares held</b>	<b>% of total paid up Capital</b>
1.	Shalin Sudhakarbhair Patel	33,80,000	30.67

2.	Sudhakarbai Chhotabhai Patel	6,62,000	6.01
3.	Sudhakar Chhotabhai Patel HUF	2,000	0.02
4.	Chandrabalben Patel	2,000	0.02
5.	Shalinbhai Sudhakarbai Patel HUF	2,000	0.02
6.	Khushbuben S Patel	2,000	0.02

Mr. Shalin Sudhakarbai Patel satisfies all the conditions as set out in Part I of Schedule V as also under sub section 13 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the re-appointment of Mr. Shalin Sudhakarbai Patel as the Managing Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 7 for approval of the members. Hence the said Special Resolution is recommended for your approval. None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Shalin Sudhakarbai Patel, are in any way concerned or interested, financial or otherwise, in the said Resolution.

#### **Item No. 8**

The Board of Directors at its meeting held on 5<sup>th</sup> November, 2020 and pursuant to the recommendation of Nomination and Remuneration Committee have decided to increase the remuneration of Mr. Shalin Bharatbhai Chokshi with effect from 1<sup>st</sup> October, 2020. It is proposed to increase the monthly remuneration from present Rs. 1.00 Lacs to Rs. 5.00 Lacs for the remaining tenure till 3<sup>rd</sup> December, 2022.

Mr. Shalin Bharatbhai Chokshi is a Director of the Company since 27.1.2012. He became Whole Time Director of the Company with effect from 4<sup>th</sup> December, 2017.

**Mr. Shalin Bharatbhai Chokshi**, aged 36 Years, is the Promoter and Whole- Time Director of our Company. He is a graduate in commerce and holds a degree in Masters of Professional Accounting, Monash University, Australia. He has 7 years of experience in sales and international business. He has worked with Companies like B Chokshi Chem Private Limited, where he was responsible for developing new clients as well as suppliers. He has been instrumental in identifying new suppliers to strategically improve the Company supply chain. He has been pivotal in bringing new international raw material suppliers to the Company which has proved to be highly cost beneficial to the company. At the same time he has identified key consumers for Company's products in the International market. He closely monitors Company affairs and its functions.

Disclosures made for item no. 2 of the Notice regarding Shalin Bharatbhai Chokshi may be regarded as disclosures for this agenda item also. Pursuant to Section 190 of the Companies Act, 2013 a copy of the Agreement dated 4<sup>th</sup> December, 2017 and 18<sup>th</sup> December, 2020 executed by the Company with the Whole Time Director is kept and available for inspection at the Registered Office of the Company on all working days



(except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting (“AGM”) at the Registered Office of the Company.

Since in terms of Schedule V of the Companies Act, 2013, the effective Capital of your Company is more than Rs. 5.00 Crores but less than 100.00 Crores, the Company can pay minimum remuneration of Rs. 5.00 Lacs per month to one managerial personnel.

The details of shares held by him and his relatives are as under:

<b>Sr. No.</b>	<b>Name of Shareholder</b>	<b>Number of Shares held</b>	<b>% of total paid up Capital</b>
1.	Shalin Bharat Chokshi	13,38,000	12.14
2.	Bharat Rasiklal Chokshi	13,70,000	12.43
3.	Saumil Bharatbhai Chokshi	13,38,000	12.14
4.	Forum Saumil Chokshi	2,000	0.02
5.	Kavita Shalin Chokshi	2,000	0.02

Mr. Shalin Bharatbhai Chokshi satisfies all the conditions as set out in Part I of Schedule V as also under sub section 13 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Whole Time Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the re-appointment of Mr. Shalin Bharatbhai Chokshi as the Whole Time Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 8 for approval of the members. Hence the said Special Resolution is recommended for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Shalin Bharatbhai Chokshi, are in any way concerned or interested, financial or otherwise, in the said Resolution.

### **Item No. 9**

Pursuant to Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of Board of Directors and prior approval of the members by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules made thereunder from time to time. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business on an arm’s length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members through Ordinary Resolution is required for related party transactions, even

if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered / proposed to be entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The Company has existing transactions with its related party, which is in the ordinary course of business and at arm's length basis. However, the value of transactions with related party in respect of upcoming financial years and the estimated value of transaction are likely to exceed 10% of the annual turnover of the Company, based on the audited financial statements for year ended 31<sup>st</sup> March, 2021.

Accordingly, on recommendation of the Audit Committee and Meeting of the Board of Directors held on 17<sup>th</sup> July, 2021 approved related party transactions and it is proposed to seek approval of the members by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Power) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related party transactions in one or more tranches.

The particulars of the contract / transactions with its related party are as under:

<b>Name of the Related Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transaction proposed to be entered</b>
Arvee Speciality Chemicals Private Limited	A Company in which Mr. Shalin Chokshi and Shalin Patel are interested directly or indirectly. Mr. Shalin Chokshi holds 25% of the Paid up Capital. Shalin Chokshi HUF holds 25% of the Paid up Capital and Shalin Patel HUF holds 25% of Paid up Capital and Chandrabalaben Patel (Mother of Shalin Patel) holds 25% of Paid up Capital	Sale, Purchase or supply of any goods or material or Services

The Aggregate value of transactions of the Company with per related party does not exceed 50 Crore Rupees per year. The approval is being sought for a period of 5 (five) financial years.

Mr. Shalin Patel and Mr. Shalin Chokshi are deemed to be interested in the proposed resolution. Other than this none of other directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/ her respective shareholding, if any, in the Company, in the resolution set out in item No. 9 of the Notice.

The Board recommends the Ordinary Resolution at Item No. 9 of the Notice for approval of the Members.

### **Item No. 10**

The Board of Directors of the Company at its meeting held on July 17, 2021 appointed Mr. Dipen Ashit Dalal as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from July 17, 2021, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Compensation Committee and the Board have recommended the appointment of Mr. Dipen Ashit Dalal as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mr.

Dipen Ashit Dalal to be appointed as Director of the Company. The Company has received a declaration from Mr. Dipen Ashit Dalal confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Dipen Ashit Dalal consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Dipen Ashit Dalal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Except Mr. Dipen Ashit Dalal, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 10.

The Board of Directors recommends the resolution in relation to appointment of Mr. Dipen Ashit Dalal as an Independent Director of the Company, as set out in Item No. 10 for approval of the members by way of a Special Resolution. Additional Information required pursuant to SS – 2 is as under:

Name of the Director	Dipen Ashit Dalal
Father Name	Ashit Haridas Dalal
Date of Birth	24 <sup>th</sup> June, 1992

Number of Shares Held in the Company	Nil
Date of Joining the Board of Directors	17 <sup>th</sup> July, 2021
Qualification	B.Com, LLB., Company Secretary
Terms and conditions of Appointment	Up to 5 years from the date of appointment i.e. 17 <sup>th</sup> July, 2021
Name of other listed Entity in which he / she holds Directorship and of Committees of Listed Entities	Director in One Listed entity namely Frontline Corporation Limited. Membership in other listed entities Nil
Number of Meetings attended during the year	Not Applicable
Relationship with Directors / Inter se KMP	Nil
Experience	Mr. Dipen Dalal has good experience in the field of legal, secretarial and accounting.
Remuneration Paid and sought to be drawn	Remuneration Paid Nil. Proposed to be paid Nil

**FOR & ON BEHALF OF THE BOARD OF  
ARVEE LABORATORIES (INDIA) LIMITED**

**Place: Ahmedabad**  
**Dated: 17<sup>th</sup> July, 2021**

Sd/-

**MANAGING DIRECTOR**  
**Shalin Sudhakarbai Patel**

**PROXY FORM**

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

**ARVEE LABORATORIES (INDIA) LIMITED**

Registered Office: 403, Entice, Nr. Jayantilal Park BRTS, Iskcon - Bopal Road,  
Ambli, Ahmedabad - 380 058, Gujarat, India

Telephone: +91-79-26749036/37/38 Fax No. +91-79-26742600

Email: [compliance@arveelabs.com](mailto:compliance@arveelabs.com), [www.arveelabs.com](http://www.arveelabs.com)

CIN: L24231GJ2012PLC068778

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./ Client ID:

DP Id:

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company to be held at 403, Entice, Nr. Jayantilal Park BRTS, Iskcon Bopal Road, Ambli, Ahmedabad - 380 058, Gujarat, at 11.300 a.m. on Friday, 24<sup>th</sup> September, 2021 and at any adjournment thereof in respect of such resolution as are indicate below:

Resolution No	Particulars of Resolution	Voting	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1	To receive, Consider and adopt the audited Balance Sheet as at 31 <sup>st</sup> March, 2021 and Statement of Profit & Loss Account and Cash Flow Statement for the year ended on 31 <sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon. ( Ordinary Resolution )		
2	To appoint a Director in place of Mr. Shalin Bharatbhai Chokshi who retires by rotation and being eligible seeks re-appointment. ( Ordinary Resolution )		
3	Appointment of Auditors ( Ordinary Resolution )		
	<b>SPECIAL BUSINESS</b>		
4	Appointment of Statutory Auditors to fill Casual Vacancy ( Ordinary Resolution )		
5	Appointment of Mrs. Neetu Rishi Jalan as an Independent Director ( Special Resolution )		
6	Approval for grant of loans, or providing Security or Guarantee for the loans availed by other entities in which the Directors of the Company are interested. ( Special Resolution )		
7	Approval for remuneration for remaining tenure of Shalin Sudhakarbhai Patel Managing Director of the Company ( Ordinary Resolution )		
8	Approval for remuneration for remaining tenure of Shalin Bharatbhai Chokshi Whole Time Director of the Company ( Ordinary Resolution )		
9	For grant of approval of related party transactions ( Ordinary Resolution )		
10	for appointment of Mr. Dipen Ashit Dalal as an Independent Director ( Special Resolution )		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature of the member

\_\_\_\_\_  
Signature of proxy holder

Affix Revenue  
Stamp

**Notes:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.

2. It is optional to indicate your preference. If you leave the 'for', or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

## ARVEE LABORATORIES (INDIA) LIMITED

### DIRECTOR`S REPORT

To  
The Members of,  
ARVEE LABORATORIES (INDIA) LIMITED

Your Directors have pleasure in presenting the 10<sup>th</sup> Annual Report on the business and operations of the Company together with Audited Statement of Accounts for the year ended on 31<sup>st</sup> March 2021 with Auditor's Report thereon.

#### **Financial Highlights**

(Rs. In Lacs)

Particulars	2020 - 2021	2019 - 2020
Revenue from Operations	4737.50	4541.87
Other Income	58.48	34.60
Total Revenue	4795.98	4576.47
Depreciation	240.66	228.90
Financial Expenses	57.64	98.77
Profit before Tax	364.14	309.05
Tax Expense -	96.40	79.16
Profit After Tax	267.73	222.89
Add : Balance Brought forward from the previous year	580.48	350.58
Balance carried to the next year	848.22	580.48

The above performance is based on standalone basis. Consolidated figures are not applicable.

#### **State of Affairs:**

Turnover of the Company has increased marginally. However profit after tax has increased by 16.46%. Considering the covid situation during the year under review, your Directors are hopeful of Company better performance in future.

The Company is taking all the possible steps to increase the profitability.

#### **Transfer to Reserves (i.e. Other Equity):**

During the year under review, your Company has utilized a sum of Rs. 551.00 Lacs from the Security Premium Reserve for the issue of bonus shares. The Opening Balance of Security Premium Reserve stands at Rs. 744.60 Lacs whereas the closing balance of Security Premium Reserve stands at Rs. 193.60 Lacs.

The Opening Balance of Retained Earnings stands at Rs. 580.48 Lacs. During the year under review whole of the Profit after tax of Rs. 267.73 Lacs has been transferred to Retained Earnings. The Closing Balance of Retained Earnings stands at Rs. 848.22 Lacs.



**Dividend:**

In order to conserve resources, your Directors do not recommended dividend for the year 2020-21 on Equity Shares of the Company.

**Details regarding Energy Conservation:**

Pursuant to Rule 8 (3) of Companies (Accounts) Rules, 2014, the Board of Directors hereby state as under declare that.

**A. CONSERVATION OF ENERGY:**

<b>Power &amp; Fuel Consumption:</b>	<b>Current Year</b>
<b>Electricity:</b>	
<b>i) Power Consumed(Purchased):</b>	
(a) Units	<b>14,06,175 units</b>
(b) Amount	<b>1,02,60,509.87</b>
(c) Units/per liter of Diesel Oil	--
(d) Cost per unit (Rs.)	<b>7.30/Unit</b>
<b>ii) Own Generation:</b>	
(a) Units	--
(b) Amount	--
(c) Units/per liter of Diesel Oil	--
(d) Cost per unit (Rs.)	--
<b>iii) Windmill Turbine:</b>	
(a) Units	--
(b) Amount	--

Steps taken or impact on conservation of energy.

In line with the Company's commitment towards conservation of energy, all units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. Some of the measures taken by the Company in this direction at its units located at areas under:

- a. We have made optimum use of electrical motors and day light resources at plant.
- b. Installation of LEDs at several locations.

The steps taken by the company for utilising alternate sources of energy: **NIL**

There was no capital investment on energy conservation equipment.

**Details regarding Technology Absorption:**

Pursuant to Rule 8 (3) of Companies (Accounts) Rules, 2014, the Board of Directors hereby declare that there are no particulars to report for Technology Absorption. However the Company takes help of the technical consultants from time to time.

**Details regarding Foreign Exchange Earnings and Outgo:**

The details regarding foreign exchange earnings and outgo are provided in the note no. 32 to the financial Statement. Members are requested to refer the same.

**Disclosure of Directors Responsibility Statement:**

As required u/s 134 (5) of the Companies Act, 2013 the Directors hereby state and confirm:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as on 31/03/2021 and of the profit of the company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.
- v. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Listing:**

The Equity Shares of your Company were listed on Emerge Platform of National Stock Exchange of India Limited. However with effect from 22<sup>nd</sup> March, 2021 the Shares of the Company are traded on Capital Market Segment (Main Board) of the National Stock Exchange of India Limited. The Company has paid necessary listing fees for the year 2021 – 2022.

**Details of Material Changes and Commitments, Occurred during the Period affecting financial position of the Company:**

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern

status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future. Further there is no material change and commitments occurred subsequent to the Balance sheet till date of report.

**Particulars of Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013:**

The Company has not provided any guarantee or provided any Security to any Person for the loans availed by others. The details regarding the Loans and Advances, Investments, if any, are provided in the Balance Sheet.

**Particulars of Contracts or Arrangements with Related Parties under Section 188 of the Companies Act, 2013:**

All contracts / arrangements / transactions, if any, entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy for determination of Material Related party transaction is available at [http://arveelabs.com/doc/OTHER\\_POLICIES.pdf](http://arveelabs.com/doc/OTHER_POLICIES.pdf)

No advance is paid to any related party (other than loans and advances) for entering any transaction. No Bad Debts of related parties.

The details of the related party transactions are disclosed in note 35 to the financial statement which sets out related party disclosures.

**Disclosure of Companies covered under Section 178 ( 1 ) on Directors appointment and Remuneration including matters referred under Section 178 ( 3 ) of Companies Act, 2013 and Details of Statement indicating manner in which formal annual evaluation made by Board of its Performance and of its Committees and individual Directors:**

The Company has devised a Policy for Directors; appointment and remuneration including criteria for determining qualifications, performance evaluation and other matters of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of both non-executive directors and executive directors.

The Company's Nomination & Remuneration policy which includes the Director's appointment & remuneration and criteria for determining qualifications, positive attributes, independence of the Director & other matters is available on the website of the Company at the link [www.arveelabs.com](http://www.arveelabs.com). [Nomination and Remuneration Policy is annexed and marked as Annexure I](#)

**Declaration by Independent Directors:**

The Independent Directors of the Company namely Vishal Nitin Mehta, Chandrakala Ashok Bhatt and Parag Manubahi Shah (w.e.f. 27<sup>th</sup> June 2020), Mrs. Neetu Rishi

Jalan (w.e.f. 12<sup>th</sup> February, 2021) have confirmed to the Board that they meet the criteria of independence as specified under Section 149 ( 6 ) of the Companies Act, 2013 and they qualify to be independent directors. They have also confirmed that they meet the requirements of independent directors as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**Share Capital:**

During the year under review the Company has issued bonus shares in ratio of 1:1. Accordingly the Share Capital of the Company has been increased from Rs. 551.00 Lacs to 1102.00 Lacs.

**Issue of Equity Shares with Differential Rights:**

Details required to be stated as per Rule 4 (4) of Companies (Share Capital and Debenture Rules) 2014 is not applicable.

**Disclosure regarding Employee Stock Options:**

Details required to be given as stated in Rule 12 (19) Companies (Share Capital and Debenture Rules) 2014 is not applicable.

**Disclosure regarding Sweat Equity Shares:**

Details required to be given as stated in Rule 8 (13) Companies (Share Capital and Debenture Rules) 2014 is not applicable.

**Auditors and Audit Report:**

KCJM & Associates, Chartered Accountants, Ahmedabad vide their letter dated 17<sup>th</sup> July, 2021 have tendered resignation to be effective from 18<sup>th</sup> July, 2021. The Board has decided to appoint M/s. Jaimin Deliwala & Co, Chartered Accountant to hold office as Statutory Auditor till the conclusion of forthcoming annual general meeting. Further the Board has decided to appoint M/s. Jaimin Deliwala & Co, Chartered Accountant as Statutory auditors for a period of five years including for the financial year 2021 – 2022, subject to the approval of Shareholders in general meeting. . There is no qualification or adverse remarks made by the auditors in their report.

**Internal Audit:**

Your Company has appointed M/s. Keval Ponkiya & Associates, Chartered Accountants as internal auditors.

**Cost Audit and Cost Records:**

The Company has maintained adequate Cost records required to be maintained in terms of the Companies Act, 2013. Cost Audit provisions are not applicable to the Company.

**Disclosure of Risk Management Policy:**

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary

consideration during decision making.

**SECRETARIAL AUDIT**

The Company has obtained a Secretarial Audit Report M/s. Jalan Alkesh & Associates, Company Secretary in Practice to conduct the secretarial audit for the financial year 2020-21. Secretarial Audit is attached and marked as Annexure II. In the opinion of the Board there is no qualification or adverse remarks.

**Secretarial Compliance Report pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is annexed to the Board Report and marked as Annexure III**

In the opinion of the Board there is no qualification or adverse remarks.

**Board Meetings:**

During the year under review, 10 (Ten) Board meetings were held. The dates of Board meetings and attendance details are as under:

<b>Sr. No.</b>	<b>Date of Board Meeting</b>	<b>No. of Directors entitled to attend</b>	<b>No. of Directors who have attended the meeting</b>	<b>Name of the Director who Attended</b>
1	27 <sup>th</sup> June, 2020	4	4	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Vishal Nitin Mehta
2	29 <sup>th</sup> June, 2020	5	5	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta
3	24 <sup>th</sup> August, 2020	5	5	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta
4	10 <sup>th</sup> October,	5	5	1. Mr. Shalin

	2020			Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta
5	15 <sup>th</sup> October, 2020	5	5	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta
6	24 <sup>th</sup> October, 2020	5	5	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta
7	5 <sup>th</sup> November, 2020	5	5	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta
8	8 <sup>th</sup> February, 2021	5	5	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta
9	12 <sup>th</sup> February, 2021	5	5	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi

				3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta
10	5 <sup>th</sup> March, 2021	6	6	1. Mr. Shalin Sudharkbhai Patel 2. Mr. Shalin Bharat Chokshi 3. Mrs. Chandrakala Ashok Bhatt 4. Mr. Parag Manubhai Shah 5. Mr. Vishal Nitin Mehta 6. Mrs. Neetu Rishi Jalan

In respect of the above board meetings adequate notice was given to all the Directors together with the agenda. The gap between two Board meetings does not exceed 120 days. Independent Directors meeting was held on 24<sup>th</sup> August, 2020.

**Corporate Governance:**

Since the Company securities were listed on emerge platform of NSE, by virtue of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the compliance of corporate governance provisions as specified in regulation 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 and para C, D and E of Schedule V were not applicable to the Company. However with effect from 22<sup>nd</sup> March, 2021 the securities of the Company are available for trading on Capital Market Segment (Main Board) and consequently with effect from 22<sup>nd</sup> March, 2021 the provision of Corporate Governance became applicable. The report on Corporate Governance is provided in **Annexure IV**.

**Management Discussion and Analysis Report:**

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith and marked as **Annexure V**.

**Certificate on Corporate Governance Report:**

A Certificate by Practicing Company Secretary for Corporate Governance Report is enclosed herewith and marked as **Annexure VI**.

**Code of Conduct:**

The Board of Directors has already adopted the Code of Ethics and Business Conduct for the Directors and Senior Management personnel. This code is a comprehensive code applicable to all Directors, Executive as well as Non – executive and members of the Senior Management. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them.

A declaration given by the Managing Director and CEO is given below:

The Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2020-2021.”

The company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company and can be accessed at [www.arveelabs.com](http://www.arveelabs.com)

**Dematerialization of Shares:**

100% Equity Shares of the Company are in Demat form.

**Policies:**

Various policies required under the provision of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are adopted and uploaded on the website of the Company namely [www.arveelabs.com](http://www.arveelabs.com)

**COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:**

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

**Corporate Social Responsibility:**

The Company do not fall under the Criteria of Section 135 of the Companies Act, 2013.

**Investor Education and Protection Fund:**

No amount was required to be transferred to Investor Education and Protection Fund.

**Disclosure under Rule 8 (5) of Companies Accounts Rules, 2014:**

**a) Disclosure of financial Summary / Highlights:**

**(Rs. In Lacs)**

<b>Particulars</b>	<b>2020 – 2021</b>	<b>2019 - 2020</b>
Revenue from Operations	4737.50	4541.87
Other Income	58.48	34.60
Total Revenue	4795.98	4576.47
Depreciation	240.66	228.90
Financial Expenses	57.64	98.77
Profit before Tax	364.14	309.05
Tax Expense -	96.40	79.16
Profit After Tax	267.73	222.89
Add : Balance Brought forward from the previous year	580.48	350.58
Balance carried to the next year	848.22	580.48



Total Revenue has risen by 4.7%. Profit after tax has risen by approximately 21.78%. Though the revenue of the Company has increased by a small percentage but due to effective management and cost of materials declining the profits have grown.

**b) Disclosure of Change in Nature of Business:**

The Company is engaged in Chemicals. There is no change in nature of Company Business.

**c) Details of Directors / Key Managerial Personnel Appointed / Resigned:**

During the year under the review, Mr. Parag Manubhai Shah was appointed as an Additional Director with effect from 27<sup>th</sup> June, 2020. The appointment of Mr. Parag Manubhai Shah as a Director was approved by the shareholders in the annual general meeting of the Company held on 29<sup>th</sup> September, 2020.

Mrs. Neetu Jalan was appointed as an Additional Director by the Board of Directors with effect from 12<sup>th</sup> February, 2021.

During the year under the review, no Director or Key Managerial Personnel have resigned.

**d) Details of Subsidiary Companies / Joint Ventures / Associate Companies:**

The Company has no subsidiary companies / joint ventures / associate companies either at the beginning of the year or at the end of year. However during the year under review, the Company has incorporated 1 wholly owned subsidiary Company namely Arvee Speciality Chemicals Private Limited (later name changed to Arvee Speciality Chemicals Private Limited) and the entire investment in wholly owned subsidiary Company was sold off during the year.

**e) Details regarding Deposit covered under Chapter V of the Companies Act, 2013.**

The Company has not invited any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (VI) of Companies (Accounts) Rules, 2014.

**f) Details of Deposit which are not in compliance with requirements of Chapter V of the Act.**

Not Applicable

**g) Details of Significant and Material Orders passed by Regulators or Courts or Tribunals.**

There are no material changes and commitments, if any, affecting the financial

position of the Company between the financial years end of the Company and date of the report.

**h) Internal financial Controls:**

The Company has identified and documented all key internal financial controls, which impact the financial statements. The financial controls are tested for operating effectiveness through ongoing monitoring and review process of the management and independently by the Internal Auditors. In our view the Internal Financial Controls, affecting the financial statements are adequate and are operating effectively.

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**Extract of Annual Return:**

Extract of Annual return pursuant to Section 92 of the Companies Act, 2013 for the year ended on 31<sup>st</sup> March, 2021 is available on the website of the Company i.e.

[www.arveelabs.com](http://www.arveelabs.com)

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti-harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2020-21 and hence no complaint is outstanding as on 31.03.2021 for redressal.

**Particulars of Employees:**

The Particulars of Employees required to be given pursuant to Section 197 of the Companies Act 2013 is provided in **Annexure VII**.

**Material Changes and Commitments & Changes, if any affecting the financial Position between financial year end of the Company and date of Report:**

There are no material changes and commitments, if any, affecting the financial position of the Company between the financial years end of the Company and date of the report.

**Non Disqualification of Directors:**

A Certificate obtained from Practicing Company Secretary regarding non disqualification of Directors of the Company is annexed and marked as **Annexure VIII**.

**Acknowledgement**

Your Directors express their gratitude for the continued support, co-operation, and assistance received by the Company from various Central and State Government Department, Bankers and valued customers of the company.

**FOR & ON BEHALF OF THE BOARD OF  
ARVEE LABORATORIES (INDIA) LIMITED**

**Place: Ahmedabad**

**Dated: 17<sup>th</sup> July, 2021**

**Sd/-**

**CHAIRMAN CUM MANAGING DIRECTOR  
Shalin Sudharkarbhair Patel  
(DIN: 01779902)**

## **ANNEXURE I**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Listing Agreement, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

### **CONSTITUTION OF THE COMMITTEE**

The Board of Directors of the Company (Board) constituted the committee to be known as the Nomination and Remuneration Committee consisting of three non-executive directors out of which two shall be the Independent Directors. The Chairman of the Committee shall be an Independent Director.

### **OBJECTIVE AND PURPOSE OF THE POLICY**

The objective of the policy is to ensure that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

### **ROLE OF THE COMMITTEE:**

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.

- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

## **APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per Company's Policy.

A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position.

The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

## **TERM/TENURE**

### **Managing Director/Whole Time Director**

The Company shall appoint or re-appoint any person as Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **Evaluation**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

### **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

### **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **POLICY FOR REMUNERATION TO DIRECTORS/KMP/ SENIOR MANAGEMENT PERSONNEL**

#### **Remuneration to Managing Director/Whole Time Director**

The Remuneration/Commission etc. to be paid to Managing Director/Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, assist may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.

#### **Remuneration to Non-Executive /Independent Director**

The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

All the remuneration of the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company. Any remuneration paid to Non-Executive/Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- (i) The Services are rendered by such Director in his capacity as the Professional; and
- (ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

### **Remuneration to Key Managerial Personnel and Senior Management**

The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

The Committee for the purpose of administering the Employee Stock Option/Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time. The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### **IMPLEMENTATION**

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may Delegate any of its powers to one or more of its members.

**Annexure II**

**SECRETARIAL AUDIT REPORT**

**FORM NO. MR-3**

**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

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**To,  
The Members,  
Arvee Laboratories (India) Limited**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ARVEE LABORATORIES (INDIA) LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) Based on the representation received from the management, we hereby state Other laws applicable specifically to the Company, namely:-
- a) Income Tax Act, 1961
  - b) Goods and Service Tax Act, 2017
  - c) Employees Provident Fund Act
  - d) Employees State Insurance Act, 1948
  - e) Indian Contract Act, 1872
  - f) Negotiable Instruments Act, 1881
  - g) Payment of Gratuity Act, 1972
  - h) Payment of Bonus Act, 1965
  - i) The Indian Contract Act, 1872
  - j) Foreign Trade (Development And Regulation) Act, 1992
  - k) Environment (Protection) Act, 1986
  - l) The Air (Prevention And Control Of Pollution) Act, 1981
  - m) The Water (Prevention And Control Of Pollution) Act, 1974
  - n) Hazardous Wastes (Management And Handling) Rules, 1989
  - o) Factories Act, 1948
  - p) Minimum Wages Act, 1948
  - q) Child Labour (Prohibition And Regulation) Act, 1986
  - r) Industrial Disputes Act, 1947
  - s) Workmen's Compensation Act 1923
  - t) The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013
  - u) Customs Act, 1962

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned hereinabove.

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, Standards, etc. were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (ii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **NOT APPLICABLE**
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **NOT APPLICABLE**
- (iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **NOT APPLICABLE** and
- (v) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; - **NOT APPLICABLE**

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the Minutes of the meetings duly recorded and signed by the Chairperson the decisions of the Board were unanimously and no dissenting views have been recorded.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Jalan Alkesh & Associates  
Company Secretaries**

Sd/-

**Date : 17/07/2021  
Place : Ahmedabad**

**Alkesh Jalan  
FCS: 10620 CP NO: 4580  
UDIN: F010620C000477152**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE-A' and forms an integral part of this report.

**ANNEXURE-A**

**To,  
The Members of  
Arvee Laboratories (India) Limited**

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Jalan Alkesh & Associates  
Company Secretaries**

Sd/-

**Date : 17/07/2021  
Place : Ahmedabad**

**Alkesh Jalan  
FCS: 10620 CP NO: 4580  
UDIN: F010620C000477152**

### Annexure III

#### SECRETARIAL COMPLIANCE REPORT OF **ARVEE LABORATORIES (INDIA) LIMITED FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2021**

I, Alkesh Jalan, Proprietor of Jalan Alkesh & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Arvee Laboratories ( India ) Limited**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31<sup>st</sup> March, 2021** (“Review Period”) in respect of compliance with the provisions of :
  - (i) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - (ii) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **NOT APPLICABLE**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **NOT APPLICABLE**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **NOT APPLICABLE**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **NOT APPLICABLE**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) other regulations as applicable) and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

(i) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<b>Sr. No.</b>	<b>Compliance Requirement ( Regulations / Circulars / guidelines including specific clause )</b>	<b>Deviations</b>	<b>Observations / Remarks of the Practicing Company Secretary</b>
To the Best of our knowledge the Company has complied with the applicable regulations, circulars, and guidelines during the year under the review. Our reporting is restricted to the compliances falling under financial year 2020 – 2021			

- (ii) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (iii) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No.</b>	<b>Action taken</b>	<b>Details of violation</b>	<b>Details of action taken e.g. fines, warning letter, debarment</b>	<b>Observations / Remarks of the Practicing Company Secretary, if any.</b>
Based on the declaration received from the Directors, no action was taken by SEBI or Stock Exchange against the Company. The Company do not have any material subsidiary during the year. Further we hereby state that no action was taken on the promoters or directors by SEBI or Stock Exchange. Our reporting is restricted to the compliances falling under financial year 2020 – 2021				

- (iv) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in previous reports</b>	<b>Observations made in the Secretarial Compliance Report for year ended on</b>	<b>Actions taken by the listed entity, if any.</b>	<b>Comments on the Practicing Company Secretary on the actions taken by the listed entity</b>
Not Applicable.				

**For Jalan Alkesh & Associates  
Company Secretaries**

Sd/-

**Date : 17/07/2021  
Place : Ahmedabad**

**Alkesh Jalan  
FCS: 10620 CP NO: 4580  
UDIN: F010620C000477152**

## **ANNEXURE IV**

### **CORPORATE GOVERNANCE**

#### **Company Philosophy on Corporate Governance**

Arvee Laboratories (India) Limited (hereinafter referred as “Arvee” or “the Company”) believes in the highest level of accountability towards its stakeholders and actively promotes fair, transparent and ethical Corporate Governance practices. The Company is committed to maintain the highest standards of Corporate Governance and continue to improve the same time to time.

Corporate governance broadly refers to the mechanisms, processes and relations by which company are controlled and directed. Corporate governance includes the processes through which company’s’ objectives are set and pursued in the context of the social, regulatory and market environment. Governance mechanisms include monitoring the actions, policies, practices, and decisions of companies, their agents, and affected stakeholders.

The Company has adopted the best practices of Corporate Governance over a period of time as per the provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

#### **Board of directors**

The Company’s policy is to have an appropriate blend of executive, independent and non-independent directors to maintain independence of the Board and to separate the Board functions of governance from that of management.

#### **Composition**

As per regulation 17(1) (b) of the SEBI Listing Regulations, where the Chairman is non-executive or a promoter, at least one half of the Board of a Company should consist of independent directors. According to the following table this provision is met at Arvee Laboratories (India) Limited.

As on 31 March 2021, the Board consisted of 6 directors, of whom two were executive (including the managing director and Whole time Director), four were non-executive as well as independent (including 1 women independent director) The Board has no institutional nominee director.

10 Board Meetings were held during the year. The dates of Board meetings and attendance of Director at each Board meeting is detailed in the Directors Report.

<b>Name of the Director and Director Identification Number</b>	<b>Category</b>	<b>Relationship with other Directors</b>	<b>Number of Shares held as at 31<sup>st</sup> March, 2021</b>	<b>Number of Board Meetings attended</b>	<b>Attendance at last Annual General Meeting</b>
Shalin Sudhakarbai Patel (DIN : 01779902 )	Managing Director [Promoter and Executive ]	Nil	33,80,000	10/10	Yes
Shalin Bharatbai Chokshi (DIN : 00191903 )	Whole time Director [Promoter and Executive ]	Nil	13,38,000	10/10	Yes
Vishal Nitin Mehta [DIN : 07977497 ]	Independent and Non-Executive	Nil	0	10/10	Yes
Chandrakala Ashok Bhatt [DIN : 07977517 ]	Independent and Non-Executive	Nil	0	10/10	No
Paragbhai Manubhai Shah [DIN : 08773974 ]	Independent and Non-Executive	Nil	0	9/10	Yes
Neetu Rishi Jalan [DIN : 08719470 ]	Independent and Non-Executive	Nil	0	1/10	Not Applicable

No convertible instrument is issued by the Company and therefore no convertible instrument is held by any Director.

### **Board Diversity**

The Board comprises adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The directors are persons of eminence in areas such as business, industry, finance, law, administration, economics etc. and bring with them experience and skills which add value to the performance of the Board. The directors are selected purely on the

basis of merit with no discrimination on race, colour, religion, gender or nationality. A brief profile of the directors is available on the website of the Company at [www.http://arveelabs.com/doc/BOARD\\_OF\\_DIRECTORS.pdf](http://arveelabs.com/doc/BOARD_OF_DIRECTORS.pdf)

### **Opinion of the Board**

The Board confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and the Act and are independent of the management.

### **Information supplied to the Board**

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially such that require deliberation at the highest level. Presentations are also made to the Board by different functional heads on important matters from time to time. Directors have separate and independent access to the officers of the Company. In addition to such items as required to be placed before the Board for its noting and/or approval, information is provided on various other significant items as well.

In terms of quality and importance, the information supplied by the management to the Board of the Company is far ahead of the list mandated under regulation 17(7) read with Part A of Schedule II to the SEBI Listing Regulations.

The independent directors of the Company at their meeting held on 24<sup>th</sup> August, 2020 have expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company's management and the Board and have confirmed that these significantly aid the Board to effectively and reasonably perform its duties. Pursuant to various regulatory requirements and in compliance with applicable laws and keeping in view the business requirements, the Board is, inter alia, apprised on the following:

- Business plans, forecast and strategic initiatives.
- Capital expenditure and updates.
- Internal financial controls.
- Succession planning and organization structure.
- Details of incidence of frauds and corrective action taken thereon.
- Performance of subsidiaries.
- Status of compliances with Companies Act, 2013, SEBI regulations and shareholder related matters.
- Various policies framed by Company from time to time.
- Risk management system, risk management policy and strategy followed.
- Compliance with corporate governance standards.
- Minutes of meetings of risk management and other Board committees.
- Compliance with fair practices code.

### **Directors and officers liability insurance (D&O policy)**

The Company is not required to obtain Directors and Officers Liability Insurance Policy.



### **Orderly succession to Board and senior management**

Pursuant to regulation 17(4) of the SEBI Listing Regulations, the framework of succession planning for the Board and senior management is placed before the Board for its review. During the year under review, the Board of the Company satisfied itself that plans are in place for orderly succession of such appointments.

Directorship and Membership of Board Committees as on 31<sup>st</sup> March, 2021

<b>Name of the Director</b>	<b>Directorship in other Listed Entities</b>	<b>Directorship in Unlisted Public Limited Companies</b>	<b>Committee positions in listed and unlisted public limited companies</b>
Shalin Sudhakarbai Patel	1	0	
Shalin Bharatbai Chokshi	0	0	0
Vishal Nitin Mehta	0	0	0
Chandrakala Ashok Bhatt	0	0	0
Paragbhai Manubhai Shah	0	0	0
Neetu Rishi Jalan	0	1	1 [Member of Audit Committee]

**Notes:** None of the directors holds office as a director, including as alternate director, in more than 20 companies at the same time. None has directorships in more than 10 public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded.

For the purpose of considering the limit of the committees in which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Act, have been excluded. Only audit committees and stakeholders' relationship committees are considered for the purpose of reckoning committee positions.

As per declarations received, none of the directors serves as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he or she is a whole-time director in any listed company.

None of the directors was a member in more than 10 committees, nor a chairperson in more than five committees across all companies in which he/she was a director. Notwithstanding the number of directorships, as has been highlighted herein, the outstanding attendance record and participation of the directors in Board and committee meetings indicate their commitment and ability to devote adequate time to their responsibilities as the Company's fiduciaries.

### **Certificate from practicing Company Secretary**

The Company has received a certificate from Alkesh Jalan, practicing Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. This certificate forms part of this report.

### **Review of legal compliance reports**

The Board periodically reviews compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the management.

### **Code of conduct**

Regulation 17(5) of the SEBI Listing Regulations, requires listed companies to lay down a code of conduct for its directors and senior management, incorporating duties of directors as laid down in the Act. The same is displayed on the website of the Company namely [http://arveelabs.com/doc/CODE\\_OF\\_CONDUCT.pdf](http://arveelabs.com/doc/CODE_OF_CONDUCT.pdf)

All directors and senior management personnel have affirmed compliance with the code for FY2021.

A declaration to this effect signed by the Managing Director is given in this annual report.

### **Maximum tenure of independent directors**

The maximum tenure of independent directors is in accordance with the Act and regulation 25(2) of the SEBI Listing Regulations.

### **Formal letter of appointment to independent directors**

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Act. As per regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment of independent directors are available on the Company's website namely [http://arveelabs.com/doc/TERMS\\_AND\\_CONDITIONS\\_FOR\\_APPOINTMENT\\_OF\\_INDEPENDENT\\_DIRECTOR.pdf](http://arveelabs.com/doc/TERMS_AND_CONDITIONS_FOR_APPOINTMENT_OF_INDEPENDENT_DIRECTOR.pdf)

### **Familiarization Programme**

With a view to familiarizing the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, the Company has held various familiarization programmes for the independent directors throughout the year on an ongoing and continuous basis.

The details of familiarization programmes are placed on website of the Company namely

[http://arveelabs.com/doc/FAMILIARIZATION\\_PROGRAMMES\\_IMPARTED\\_TO\\_INDEPENDENT\\_DIRECTORS.pdf](http://arveelabs.com/doc/FAMILIARIZATION_PROGRAMMES_IMPARTED_TO_INDEPENDENT_DIRECTORS.pdf)

### **Whistle Blower Policy/Vigil mechanism**

Pursuant to section 177(9) of the Act, regulation 22 of the SEBI Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Board of Directors have adopted the Whistle Blower Policy.

The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report without fear of victimization, any unethical behaviour, suspected or actual fraud, violation of the Code of Conduct and instances of leak of Unpublished Price Sensitive Information, which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The Company affirms that no employee has been denied access to the Audit Committee.

The directors in all cases and employees in appropriate cases will have direct access to the Chairman of the Audit Committee. The said Policy is placed on the Company's website [http://arveelabs.com/doc/VIGIL\\_MECHANISM.pdf](http://arveelabs.com/doc/VIGIL_MECHANISM.pdf)

### **Dividend Distribution Policy**

Pursuant to Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) the Company has adopted dividend distribution policy. The details of distribution policy is available on the website of the Company namely [http://arveelabs.com/doc/Dividend\\_Policy.pdf](http://arveelabs.com/doc/Dividend_Policy.pdf)

### **Material Subsidiary Company Policy**

As at 31<sup>st</sup> March 2021 the Company has no subsidiary. Further during the year under review there was no material subsidiary Company as defined under regulation 16(1)(c) of the SEBI Listing Regulations.

The policy on 'material subsidiaries' in terms of regulation 16(1) (c) of the SEBI Listing Regulations is available on website of Company namely [http://arveelabs.com/doc/OTHER\\_POLICIES.pdf](http://arveelabs.com/doc/OTHER_POLICIES.pdf)

The details of subsidiary Company incorporated and disposed of during the year is disclosed in Directors Report.

Provisions to the extent applicable as required under regulation 24 of the SEBI Listing Regulations with reference to subsidiary companies were duly complied with.

During the year under review, the Audit Committee reviewed the financial statements (in particular, the investments made) of its unlisted subsidiary companies, to the extent applicable. Minutes of the Board meetings of the subsidiary companies as well as a statement of significant transactions and arrangements entered into by the subsidiaries, as applicable, were regularly placed before the Board of the Company.

### **Related Party Transactions**

All related party transactions (RPTs) which were entered into by the Company during the year under review, were on arms' length basis and in the ordinary course of business and did not attract provisions of section 188 of the Act and were also not material RPTs as per regulation 23 of the SEBI Listing Regulations.

All RPTs during the year 2020-21 were entered into with the approval of the Audit Committee pursuant to provisions of Act and the SEBI Listing Regulations. The details of such transactions were placed before the Audit Committee for noting/review, on a quarterly basis.

A statement showing the disclosure of transactions with related parties as required under Indian Accounting Standard 24 (Ind AS 24) is set out separately in this Annual Report. There were no material transactions entered into with related parties, during the year under review, which may have had any potential conflict with the interests of the Company. The Policy on materiality of RPTs stipulating the threshold limits and also on dealing with RPTs pursuant to SEBI Listing Regulations has been placed on the Company's website [http://arveelabs.com/doc/RELATED\\_PARTY\\_TRANSACTION\\_POLICY.pdf](http://arveelabs.com/doc/RELATED_PARTY_TRANSACTION_POLICY.pdf)

### **Disclosures**

Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in the Ind AS.

### **Core Skill/Expertise/Competencies**

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

As a green initiative, the Chart/Matrix of such core skills/expertise/competence along with the names of directors who possess such skills is as under:

<b>Name of the Director</b>	<b>Skills / Competence of Directors</b>
Shalin Patel	Production, Legal, Administrative, Finance, Marketing, Commercial aspect
Shalin Chokshi	Production, Marketing, Quality, Supply Chain Management, Administration
Neetu Jalan	Administrative
Vishal Nitin Mehta	Finance, Administration, Legal and Commercial
Chandrakala Ashok Bhatt ( up to 17.7.2021 )	Finance, Administration, Legal and Commercial
Parag Manubhai Shah	Finance, Administration, Legal and Commercial

## **Committees**

### **a. Audit Committee**

The Audit Committee was originally constituted as pursuant to a resolution passed by our Board at its meeting held on December 04, 2017 and last re-constituted pursuant to a resolution passed by our Board at its meeting held on June 27, 2020. The scope and functions of the Audit Committee are in accordance with section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

The Board reviews the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Act and the SEBI Listing Regulations.

In compliance with the provisions of the Act and the SEBI Listing Regulations, all the members are independent, non-executive directors and are financially literate and have accounting or related financial management expertise.

The detailed terms of reference of Audit Committee have been placed on the Company's website <http://arveelabs.com/doc/COMMITTEES.pdf>

The composition of audit committee is as under:

<b>Name of the Director</b>	<b>Designation</b>
Vishal Nitin Mehta	Independent Director
Chandrakala Ashok Bhatt	Independent Director
Shalin Sudhakarbai Patel	Managing Director

Vishal Nitin Mehta acts as a Chairman of the Committee. The Company Secretary of the Company acts as the Secretary to the Audit committee. All the recommendations of the audit committee have been accepted. The audit Committee met 4 times on following dates:

<b>Date of Audit Committee Meeting</b>	<b>No of Directors entitled to attend the meeting</b>	<b>No. of Directors attending the meeting</b>	<b>Attended by Director</b>
29 <sup>th</sup> June, 2020	3	3	1. Mr. Vishal Nitin Mehta 2. Mrs. Chandrakala Ashok Bhatt 3. Mr. Shalin Patel
24 <sup>th</sup> August, 2020	3	3	1. Mr. Vishal Nitin Mehta 2. Mrs. Chandrakala Ashok Bhatt 3. Mr. Shalin Patel
5 <sup>th</sup> November, 2020	3	3	1. Mr. Vishal Nitin Mehta 2. Mrs. Chandrakala Ashok Bhatt

			3. Mr. Shalin Patel
8 <sup>th</sup> February, 2021	3	3	1. Mr. Vishal Nitin Mehta 2. Mrs. Chandrakala Ashok Bhatt 3. Mr. Shalin Patel

All the recommendations of audit committee were accepted by the Board. Mr. Vishal Nitin Mehta, Chairman of audit committee was present at the annual general meeting for the year 2020 to answer shareholders queries.

#### **b. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee was constituted pursuant to a Board meeting of our held on December 04, 2017 and last re-constituted pursuant to a resolution passed by our Board at its meeting held on June 27, 2020. The scope and functions of the Nomination and Remuneration Committee are in accordance with section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

The detailed terms of reference of Nomination and Remuneration Committee have been placed on the Company's website namely <http://arveelabs.com/doc/COMMITTEES.pdf>

The role of Nomination and Remuneration Committee is as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The composition of Nomination and Remuneration Committee is as under

<b>Name of the Director</b>	<b>Status in Stakeholders Relationship Committee</b>
Mr. Vishal Nitin Mehta	Chairman of Committee
Parag Manubhai Shah	Member
Chandrakala Ashok Bhatt	Member

The Company Secretary acts as a secretary of the Committee.

<b>Date of Meeting of Nomination and Remuneration Committee</b>	<b>No. of Directors entitled to attend the meeting</b>	<b>No. of Directors attended the meeting</b>
24 <sup>th</sup> August, 2020	3	3
5 <sup>th</sup> November, 2020	3	3

All the recommendation of Nomination and Remuneration Committee were accepted by the Board.

### **Stakeholders Committee**

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on December 04, 2017 and last re-constituted pursuant to a resolution passed by our Board at its meeting held on June 27, 2020. The scope and functions of the Stakeholders' Relationship Committee are in accordance with section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

The terms of reference of the Stakeholders Relationship Committee include the following:

1. Redressal of shareholders'/investors' complaints.
2. Reviewing on a periodic basis the approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal.
4. Non-receipt of declared dividends, balance sheets of the Company.
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The composition of Stakeholders Relationship Committee is as under:

<b>Name of the Director</b>	<b>Status in Stakeholders Relationship Committee</b>
Vishal Nitin Mehta	Chairman of the Committee
Shalin Sudhakarbhair Patel	Member
Parag Manubhai Shah	Member

Two Meetings of Stakeholders Committee was held during the year namely on 24.08.2020 and 5.11.2020. The Meetings were attended by all the members of the Committee.

The Company Secretary acts as a secretary of the Committee. All recommendations of Stakeholders Committee have been accepted by the Board.

Mrs. Raina Singh Chauhan, Company Secretary is the compliance officer. No complaints was received during the year and no complaints were pending at the end of year.

Risk Management Committee: Not Applicable.

### **Independent Directors' Meeting**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, the independent directors held their separate meeting on 24<sup>th</sup> August, 2020, without the attendance of non-independent directors and members of the management, to inter alia discuss the following:

- i) Review of Vigil Mechanism;
- ii) Review the performance of non-independent directors and the Board as a whole;
- iii) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iv) Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- v) Noting and review of Informal meeting with senior management personnel.

All independent directors were present at the meeting. The independent directors present elected Mr. Vishal Nitin Mehta as Chairman for the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

### **Pecuniary relationship/transaction with non-executive directors**

During the year under review, there was no pecuniary relationship/transaction with any non-executive director of the Company.

### **Payments to Non-Executive Directors:**

No payment was made to any Non-Executive Directors.

### **Executive directors**

During the year under review, the Company paid remuneration to Shalin Patel, Executive Chairman cum Managing Director of Rs. 36,72,946/- and Shalin Chokshi, Whole Time Director of the Company of Rs. 36,72,946/- .



## **Disclosure of material transactions**

Pursuant to regulation 26(5) of the SEBI Listing Regulations, the Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. The same was Nil.

## **Shareholding of directors**

Information on shares held by directors in the Company as on 31 March 2021 is provided in the Directors' Report in form MGT-9, i.e. extract of the Annual Return

## **Compliances regarding insider trading**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company had a Board-approved Code of Conduct to regulate, monitor and report trading by insiders ('Code of Conduct') and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Code of Fair Disclosure'). The Code of conduct is available on website of the company namely [http://arveelabs.com/doc/DISCLOSURE\\_OF\\_UNPUBLISHED\\_PRICE\\_SENSITIVE\\_INFORMATION.pdf](http://arveelabs.com/doc/DISCLOSURE_OF_UNPUBLISHED_PRICE_SENSITIVE_INFORMATION.pdf)

## **Means of Communication**

The Company has its own website, [www.arveelabs.com](http://www.arveelabs.com) which contains all important public domain information including presentations, if any, made to the media, analysts and institutional investors.

The website contains information as prescribed under the Act and SEBI Listing Regulations including details of the corporate contact persons and share transfer agent of the Company, shareholding pattern etc.

Section 20 and 136 of the Act, read with Companies (Accounts) Rules, 2014 permit companies to service delivery of documents electronically on the registered members'/shareholders' email addresses. The Company, during the year under review, sent documents, such as notice calling the general meeting, audited financial statements, directors' report, auditors' report etc. in electronic form at the email addresses provided by the shareholders. Shareholders desiring to receive the said documents in physical form continued to get the same in physical form, upon request, during the year under review.

All financial and other vital official news releases and documents under the SEBI Listing Regulations are also communicated to the concerned stock exchanges, besides being placed on the Company's website [www.arveelabs.com](http://www.arveelabs.com)

**Information on general body meetings held during the last three years and details of special resolution(s) passed**

<b>Details of AGM</b>	<b>Date and Time of Annual General Meeting and Venue</b>	<b>Details of Special Resolution(s) passed, if any.</b>
7 <sup>TH</sup> AGM	Saturday, 18 <sup>TH</sup> August, 2018 at 10.00 a.m. at Ahmedabad Management Association, Torrent-AMA Management Centre, Core-AMA Management House, ATIRA Campus, AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad 380 015	Nil
8 <sup>th</sup> AGM	Thursday, 8 <sup>th</sup> August, 2019 at 10.00 a.m. at Ahmedabad Management Association, Torrent-AMA Management Centre, Core-AMA Management House, ATIRA Campus, AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad 380 015	Nil
9 <sup>th</sup> AGM	Tuesday, 29 <sup>th</sup> September, 2020 at 11.00 a.m. through Audio Video Conference Mode	1. Capitalization of Reserves for the issue of Bonus Shares in ratio of 1 : 1

**Postal Ballot**

During the year under review the Company has passed Special resolution through Postal Ballot Process for Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE. The Company has appointed Jalan Alkesh & Associates, Practicing Company Secretary as Scrutinizer for the same.

The results of the Postal ballot are available on the website of the Company.

**Details of capital market non-compliance, if any**

There was no non-compliance by the Company of any legal requirements; nor has there been any penalty/stricture imposed on the Company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years.

## **Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' Report of the Company.

### **Compliance Certificate**

The MD and the CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8) read with Part B of Schedule II to the SEBI Listing Regulations

### **Annual General Meeting**

Friday, 24th September, 2021 at 11:30 a.m. at the Registered Office of the Company situated at 403, Entice, Nr. Jayantilal Park BRTS, Iskcon - Bopal Road, Ambli Ahmedabad, Gujarat - 380058

### **Book Closure Dates**

Saturday, 18th September, 2021 to Friday, 24th September, 2021 (both days inclusive)

**Financial Year: April 1 to March 31**

**Financial Calendar year (2021 - 2022)**

<b>Quarterly Results</b>	<b>Schedule</b>
Quarter ended on 30 <sup>th</sup> June, 2021	17 <sup>th</sup> July, 2021
Quarter ended on 30 <sup>th</sup> September, 2021	On or before 14 <sup>th</sup> November, 2021 ( tentative )
Quarter ended on 31 <sup>st</sup> December, 2021	On or before 14 <sup>th</sup> February, 2022 ( tentative )
Quarter ended on 31 <sup>st</sup> March, 2022	On or before 30 <sup>th</sup> May, 2022 ( tentative )

### **Dividend**

Not Applicable.

### **Plant Locations**

Survey No. 316, Bhavnagar-Sihor Road Navagam (Kardej), Post Vartej - 364060, Bhavnagar, Gujarat, India

**Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity**

There are no outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments.

### **Fund Raising**

During the year under review the Company has not made any preferential issue of shares or Qualified Institutional Placement and therefore no fund raising activity was carried out. However the Company has made Bonus issue of Equity Shares in the ratio of 1: 1

### **Commodity price risk or foreign exchange risk and hedging activities**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

### **Share Transfer System**

SEBI amended regulation 40 of SEBI Listing Regulations, 2015, prohibiting transfer of securities (except transmission or transposition of shares) in physical form from 1 April 2019. During FY2021, no shares were transferred in the physical form except for those for whom the transfer deed was lodged prior to 1 April 2019 and were returned due to deficiency in the document and were thus re-lodged post 1 April 2019.

### **Dematerialization of Shares**

100% shares of the Company are in dematerialized form.

### **Position of Shares as on 31<sup>st</sup> March, 2021**

	<b>Number of Shares</b>	<b>% of Total Issued Capital</b>
NSDL	1104010	10.02
CDSL	9915990	89.98
Physical	0	0
Total	11020000	100

**ISIN:** INE006Z01016

**Corporate Identity Number:** L24231GJ2012PLC068778

### **Stock Code**

The Shares of the Company are listed on National Stock Exchange of India ( Main Board ) Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051 and Scrip code is ARVEE. The Company has paid listing fees for the year 2020 – 2021.

### **Distribution of Shareholding**

<b>Month</b>	<b>High</b>	<b>Low</b>	<b>NSE High</b>	<b>NSE Low</b>
April, 2020	-	-		
May, 2020	-	-		
June, 2020	39.95	37.60		
July, 2020	-	-		
August, 2020	70.20	41.30		
September, 2020	77	70.05		
October, 2020	79.75	41.50		
November, 2020	-	-		
December, 2020	-	-		
January, 2021	-	-		
February, 2021	-	-		
March, 2021 *	55.50	43.54	12395.8	11939

Since the Equity Shares of the Company are listed on the Capital Market Segment of National Stock Exchange with effect from 22<sup>nd</sup> March, 2021 the prices of the Shares prior to the above mentioned period is based on NSE Emerge Platform. Further since the shares have been listed on Capital Market segment with effect from 22<sup>nd</sup> March, 2021 the comparative indicies are given only for the month of March, 2021.

### **Distribution of Shareholding according to size**

<b>SR NO</b>	<b>SHAREHOLDING OF NOMINAL</b>		<b>NUMBER OF SHAREHOLDERS</b>	<b>% TO TOTAL No. of Holders</b>	<b>SHARES</b>	<b>% TO TOTAL Shares</b>
1	1	500	5	7.0423	1100	0.01
2	501	2000	6	8.4507	12000	0.1089
3	2001	3000	1	1.4085	2900	0.0263
4	3001	4000	42	59.1549	168000	1.5245
5	5001	10000	4	5.6338	32000	0.2904
6	10001	999999999	13	18.3099	10804000	98.0399
<b>TOTAL</b>			<b>71</b>	<b>100.0000</b>	<b>11020000</b>	<b>100.00</b>

### **Distribution of shareholding across categories**

Distribution of Shareholding across categories is mentioned in the Directors Report in Extract of Annual Return i.e. form MGT 9. Members are requested to refer the same.

### **Shareholders' and investors' grievances**

The Board of Directors of the Company has a Stakeholders' Relationship Committee to specifically look into and resolve grievances of security-holders on various matters. No complaint is received during the year.

### **SEBI Complaints Redress System (SCORES)**

SEBI administers a centralized web-based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website *www.scores.gov.in*. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES. There was no unattended or pending investor grievance as on March 31, 2021.

Details of Investor Complaints Received and redressed during the year 2020-21 are as follows:

<b>Opening Balance</b>	<b>Received during the year</b>	<b>Resolved during the year</b>	<b>Closing Balance</b>
<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

### **Investor Education and Protection Fund**

No amount was required to be transferred to the Investor Education and Protection Fund.

### **Unclaimed Shares Suspense Account**

As per Regulation 34(3) and 39(4) read with Schedule V of the Listing Regulations, no shares are to be required to be transferred to Unclaimed Shares Suspense Account and consequently the applicable details are nil or not applicable.

### **Credit Rating**

The Company has neither issued any debt instruments nor undertaken any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad.

### **Share Transfer Agent**

The work related to Share Transfer agent of the Company is handled by Bigshare Services Private Limited and accordingly, processing of share transfer/dematerialization/dematerialization and allied activities was outsourced to Bigshare Services Private Limited. All physical transfers (to the extent permitted), transmission, transposition, issue of duplicate share certificate(s), issue of demand drafts in lieu of dividend warrants etc. as well as requests for dematerialisation/rematerialisation are being processed in periodical cycles by Bigshare Services Private Limited. The work related to

dematerialisation/rematerialisation is handled by Bigshare Services Private Limited through connectivity with NSDL and CDSL.

**Address of Share Transfer Agent**

Bigshare Services Private Limited Registered Office : 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059.

**Company Secretary and Compliance Officer**

Mrs. Raina Singh Company Secretary  
403, Entice, Nr. Jayantilal Park BRTS, Iskcon Bopal Road, Ambli, Ahmedabad 380058.

**Address for Correspondence**

Arvee Laboratories (India) Limited  
403, Entice, Nr. Jayantilal Park BRTS, Iskcon Bopal Road, Ambli, Ahmedabad 380058.

Email: [compliance@arveelabs.com](mailto:compliance@arveelabs.com)  
[www.arveelabs.com](http://www.arveelabs.com)

**Email id for Investor Grievance:** [compliance@arveelabs.com](mailto:compliance@arveelabs.com)

## **Annexure V**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **Industry Structure and developments**

Chemicals industry in India is highly diversified, covering more than 80,000 commercial products. It is broadly classified into Bulk chemicals, Specialty chemicals, Agrochemicals, Petrochemicals, Polymers and Fertilizers. India's proximity to the Middle East, the world's source of petrochemicals feedstock, makes for economies of scale. India is a strong global dye supplier, accounting for approximately 16% of the world production of dyestuff and dye intermediates. The Chemical industry in India provides several raw materials for many industries, including textiles, paper, paints, soap and detergents, pharmaceuticals and agrochemicals. The production of Total Major Chemicals and Petrochemicals in 2020-21 (up to September 2020) was 12,502 thousand MT. CAGR in production of Total Chemicals and Petrochemicals during the period 2015-16 to 2019-20 is 5.74%. Alkali Chemicals accounts for around 71% of the total production of Major Chemicals for the year 2019-20 (up to September 2019).

- The Chemicals and Petrochemicals market is projected to reach \$300 bn by 2025.
- The specialty chemicals constitute 18% of total chemicals and petrochemicals market in India. As of FY19, the total market size is around \$32 bn. The demand for speciality chemicals is expected to grow at 12% CAGR from FY19-22.
- Export of chemicals and chemical products grew at a CAGR of 7.2% between FY16 and FY20.
- Demand of chemical products is expected to grow at approximately 9% p.a. during 2020-25.
- The petrochemical demand is expected to grow at 7.5% CAGR from FY 2019-23.
- The Chemical industry (including fertilizers and pharmaceuticals) in India stands at USD 178 Bn as of 2019 which is expected to reach USD 304 Bn by 2024-25 at an annual growth rate of 9.3%.
- India's Chemical Industry ranks at the 6th position in the world and 4th position in Asia in terms of size.
- Indian chemicals and petrochemicals industry is growing to new heights, looking forward to an investment of INR 8 lakh cr by 2025.
- Indian chemical industry employs more than 2 million people.

#### **Reasons to Invest**

The growth drivers of the sector in India include a large domestic and foreign demand for chemicals and petrochemicals. Four Petrochemical Investment Regions (PCPIRs) policies being implemented in Andhra Pradesh, Gujarat, Odisha and Tamil Nadu which is expected to attract investment of around INR 7.63 lakh cr. The value additions in the petrochemicals chain offer immense possibilities and cater to the needs of textiles and clothing, agriculture, packaging, infrastructure, healthcare, furniture, automobiles, information



technology, power, electronics and telecommunication, irrigation, drinking water, construction and a variety of other articles of daily and specialized usage amidst other emerging areas. In recent times, there has been a global shift towards Asia as the world's chemical manufacturing hub. India also offers the availability of a large pool of skilled science professionals. India has several world-class engineering facilities and strong R&D capabilities. The per capita consumption of chemicals is lower in India, compared to western countries, therefore presenting immense scope for setting up export-oriented manufacturing units through new investments. To promote investments in the sector, the government is implementing four Petroleum, Chemical and Petrochemical Investment Regions (PCPIR) in the country. PCPIRs will be clustered providing investors with a transparent and investment-friendly policy and facility regime.

<b>1.4%</b>	<b>11.3%</b>	<b>2.5%</b>
<b>Nation's Gross Value Added</b>	<b>Chemical products exports share</b>	<b>Contribution to global chemical sales</b>

#### Major Segments of the Indian Chemical Industry

1. Base chemicals: Petrochemicals, man-made fibers, industrial gases, fertilisers, chlor-alkali and other organic and inorganic chemicals.
2. Speciality Chemicals: Dyes and pigments, leather chemicals, construction chemicals, personal care ingredients and other speciality chemicals.
3. Pharmaceuticals: Active Pharmaceutical ingredients (API's) and formulations
4. Agrochemicals: Insecticides, herbicides, fungicides, and other crop protection chemicals.
5. Biotechnology: Bio-pharma, bio-agri, bio-services and bio-industrial products.

#### **Opportunities**

Despite the current critical financial and economic hurdles, the expected positive long term economic development and the increasing freight transport volumes constitute an opportunity for the growth and the further development of most of the chemical enterprises. This can be an important contribution to the stabilization of markets and the improvement of customer satisfaction.

#### **Threats**

The present economic position serves as a threat to many chemical companies both worldwide and on the regional level. In general labour avoid working in chemical plants. Hence company may have to face labour problem.

#### **OUR STRATEGIES**

### **Expansion of our presence in the domestic markets**

Our Company seeks to expand and enhance our presence in our existing business segments by identifying markets where we can provide cost effective, technically advanced products to our clients. Our Company plans to cater to various customers from different geographical locations by following the direct market route for large customers. Our Company would also aim to build-up our sales force which will enable us to effectively market our products.

### **Meeting Quality Standards and developing customer focus**

Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. Our technical team is equipped with testing facilities to ensure that all our products are thoroughly tested prior to dispatch from our factory. We will continue to strive our quality standards high.

### **Continue to develop & maintain relationships**

We provide services to national as well as international clients. We continue to enjoy the patronage of our clients. We believe that we can leverage our existing relationships, our brand and our technical expertise to grow our client base which would help us in achieving our growth objective.

### **Reduction in Cost**

We continue to monitor and explore all the possible opportunity for reduction in the Cost including manufacturing and administrative cost for maximisation of resources and creation of wealth for shareholders.

## **Outlook**

The outlook for the coming year looks promising for the Chemicals business at this point in time. Demand is showing signs of improvement and with a price advantage due to our best negotiation abilities we are likely to perform well. However, global recession and market condition may have an impact on our business to suffer which in turn can have bearing on profitability. Further with the rise in Delta Variant can be a global cause of concern.

The outlook for the demand of the Products continues to be robust considering the COVID. It is expected that the outlook for the Chemicals sector continues to be bright. In view of the Atmanirbhar Bharat, it is expected that the demand for the Company products will grow manifold.

## **Risks and Concerns**

Your Company had put a risk management framework in place post a comprehensive review of its risk management process. Your Company takes a fresh look at the risk management framework through our Audit Committee at least once in a year. The review involved understanding the existing risk management initiatives and assessment of risks in the businesses as the relative control measures and arriving at the desired counter measures keeping in mind the risk appetite of the organization. The audit Committee has periodically reviewed the risks in the business and recommended appropriate risk mitigating actions.

The business of the Company is likely to be affected by various internal and external risks enumerated as under:

- Our success depends largely upon the services of our Promoter, Directors and other key managerial personnel and our ability to attract and retain them.
- The prices we are able to obtain for the products that we trade depend largely on prevailing market prices.
- We face intense competition in our businesses, which may limit our growth and prospects.
- Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.
- Global recession and market conditions could cause our business to suffer.
- Natural calamities and changing weather conditions caused as a result of global warming could have a negative impact on the Indian economy and consequently impact our business and profitability.
- Tax rates applicable to Our Company may increase and may have an adverse impact on our business.
- Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

As a responsible employer, to ensure occupational safety and employment standards, your Company maintains strict safety and quality control programs to monitor and control these operational risks.

### **Internal Control System and their adequacy**

The Company maintains adequate internal control systems, which provides, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of company's assets.

Internal Controls are adequately supported by internal audit and periodical review of by the management. The audit committee meets periodically to review with the management and statutory auditors, financial statements. The Audit Committee also meets with the internal auditors to review adequacy /scope of internal audit function, significant findings and follow up thereon and finding of abnormal nature.

### **Discussion on financial performance with respect to operational performance**

During the year company has reported total income of Rs. 4576.47 lacs as against 4795.98 lacs. Net Profit of the Company during the Current year stand at Rs. 267.73 lacs as against profit of Rs. 229.89 lacs in the previous year.

### **Material developments in human resources/ Industrial Relations front, including number of people employed**

Relations with the employees of the Company at various levels remained harmonial during the year under the review. The Company is making its best efforts to retain and attract talented employees. During the year under the review, the Company has complied with all legislative provisions of labour laws. The number of employees of the company as of 31st March, 2021 was 76.

### **Other Disclosures**

#### **a. Basis of related party transaction:**

During the year under the review, related party transactions, if any, are disclosed in the Balance Sheet. Transactions are entered at arm's length.

#### **b. Disclosure of accounting treatments:**

The Company has followed all relevant Accounting Standards while preparing the financial Statements.

#### **c. Board Disclosures - Risk Management:**

The Company has developed comprehensive risk management policy and same is reviewed by the Audit Committee, which in turn, informs the Board about the risk assessment and minimization procedures. Major risks identified for the Company by the management are Currency fluctuation, Compliance, Regulatory changes, Manufacturing & Supply, Litigation, Information Technology and new capital investments return. The management is however, of the view that none of the above

risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize. Since the risk control frame work is new to Indian Corporate Culture, it is being strengthened on continuous basis using the outside professional help.

**d. Proceeds from public issues, right issues, preferential issues etc.:**

No issue was made during the year. However there was an issue of Bonus Shares in ratio of 1: 1

Besides above, there was no instance of non-compliance of any matter related to the capital markets during the last three years.

**Details of significant changes in key Financial Ratios & Return on Net worth**

Pursuant to amendment made in schedule V to the Listing Regulations, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in return on net worth of the Company (on standalone basis) including explanations therefor are given below:

<b>Particulars</b>	<b>FY ended 31<sup>st</sup> March, 2021</b>	<b>FY ended 31<sup>st</sup> March, 2020</b>	<b>Changes Between CY and PY</b>	<b>Explanation of changes exceeding 25% in comparison to previous year</b>
<b>(i) Debtors Turnover</b>	6.55%	6.21%	0.33%	Change less than 25% hence reason for change is not required.
<b>(ii) Inventory Turnover</b>	58 Days	53 Days	-5 Days	Since the Company has adopted the policy of having higher inventory the change has occurred
<b>(iii) Interest Coverage Ratio</b>	7.32	4.13	3.19	It is a good sign that there is an increase of 75% in comparison with previous year. It is due to company had prematurely closed its term loan & hence interest burden of company also reduces.
<b>(iv) Current Ratio</b>	1.40	1.44	-0.04	Change less than 25% hence reason for change is not required.
<b>(v) Debt Equity Ratio</b>	0.45	0.24	0.21	Change less than 25% hence reason for

				change is not required.
<b>(vi) Operating Profit Margin (%)</b>	8.79%	8.91%	-0.12	Change less than 25% hence reason for change is not required.
<b>(vii) Net Profit Margin (%)</b>	5.58%	4.87%	0.71%	Change less than 25% hence reason for change is not required.
<b>(viii) Return on Net worth (%)</b>	24.30%	40.42%	-16.12%	Because of COVID and Lockdown, the Business of the company was adversely impacted

### **Cautionary Statement**

The above Management Discussion and Analysis contains certain forward looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward looking statements become materially incorrect in future or update any forward looking statements made from time to time on behalf of the Company.

**By Order of the Board  
For, Arvee Laboratories (India) Limited**

**Sd/-**

**Date: 17<sup>th</sup> July, 2021  
Place: Ahmedabad**

**Shalin S. Patel  
Chairman and Managing Director**

## **ANNEXURE VI**

### **CERTIFICATE ON COMPLIANCE WITH THE REGULATIONS OF CORPORATE GOVERNANCE**

**To**  
**The Shareholders Of**  
**ARVEE LABORATORIES (INDIA) LIMITED**

I, Alkesh Jalan, Proprietor of Jalan Alkesh & Associates, Company Secretary in Practice, the Secretarial Auditor of Arvee Laboratories ( India ) Limited (“the Company”), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time (the “Listing Regulations”).

#### **MANAGEMENT’S RESPONSIBILITY**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

#### **AUDITORS’ RESPONSIBILITY**

- a) My responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- b) I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

#### **OPINION**

- a) Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31st March 2021.
- b) I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company Reporting of internal auditor directly to the Audit Committee.

**For, Jalan Alkesh & Associates  
Company Secretaries**

**Sd/-**

**Alkesh Jalan [Proprietor]  
FCS: 10620, COP: 4580  
UDIN: F010620C000477185  
PR: S2002GJ051600**

**Date: 17<sup>th</sup> July, 2021  
Place: Ahmedabad**



## ANNEXURE VII

**Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

**A. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2020-21 are as follows:**

<b>Sr. No.</b>	<b>Directors</b>	<b>Remuneration (₹ in Lakhs)</b>	<b>Median Remuneration (₹ in Lakhs)</b>	<b>Ratio</b>
1.	Shalin Sudhakarbai Patel	36.72	1.41	26.01 : 1
2.	Shalin Bharatbhai Chokshi	36.72	1.41	26.01 : 1

Other Directors are not paid any remuneration and therefore the comparative ratio is not applicable.

**B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2020-21 are as follows:**

<b>Name of the Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary, Manager</b>	<b>Designation</b>	<b>Percentage increase in remuneration</b>
Shalin Sudhakarbai Patel	Managing Director	196.36
Shalin Bharatbhai Chokshi	Whole Time Director	196.36
Mr. Saurin Gandhi	Chief Financial Officer	16.45
Ms. Raina Singh Chauhan	Company Secretary	0.00

**C. The percentage increase in the median remuneration of employees in the financial year 2020-21:**

	<b>(Amount in Rs)</b>		
	<b>2020-21</b>	<b>2019-20</b>	<b>Increase (%)</b>
Median Remuneration of Employees	1,41,176	1,36,400	3.50%

**D. There were 76 Employees on the payroll of company as on 31<sup>st</sup> March, 2021.**

**E. Comparison of average Percentile increase in salary of employees other than the managerial personnel and the percentage increase in the remuneration paid to managerial personnel:**

(Amount in Rs)

	2020-21	2019-20	Increase (%)
<b>Average salary of all employees (other than Managerial Personnel) calculated on per month basis</b>	22,092	15,581	41.79
<b>Managerial Personnel:</b>			
Shalin Sudhakarbhai Patel	3,06,079	1,03,256.00	196.43
Shalin Bharatbhai Chokshi	3,06,079	1,03,256.00	196.43
Saurin Gandhi	81,072	69,170	17.21
Raina Singh	7,500	7,500	0.00

**F. The key parameters for any variable component of remuneration availed by the directors;**

There are no variable components in remuneration package availed by the directors.

**G. Affirmation that the Remuneration is as per the Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid to the Directors, Key Managerial personnel and Senior Management is as per the Remuneration Policy.

**H. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

None of the employees of the company employed throughout the financial year 2020-21 and were paid remuneration in excess of the limits prescribed. i.e. Rs. 1.02 Crores per annum.

None of the employees employed for a part of the financial year 2020-21 at a rate which, in aggregate, was in excess of Rs. 8.50 Lacs per month.

None of the employees were employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

**For and on behalf of Board of Directors  
Arvee Laboratories (India) Limited  
Sd/-**

**Date: 17<sup>th</sup> July, 2021  
Place: Ahmedabad**

**Shalin S. Patel  
Chairman & Managing Director**

## Annexure VIII

### **Certificate of Non-Disqualification of Directors**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(listing obligations and Requirements) Regulations, 2015)

To,

The Members of

**ARVEE LABORATORIES (INDIA) LIMITED**

403, Entice, Nr. Jayantilal Park BRTS, Iskcon - Bopal Road,  
Ambli, Ahmedabad - 380058

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Arvee Laboratories ( India ) Limited having CIN: L24231GJ2012PLC068778 and having registered office at 403, Entice, Nr. Jayantilal Park BRTS, Iskcon Bopal Road, Ambli, Ahmedabad - 380058 (hereinafter referred to as 'the company'), produced before us by the Company for the purpose of issuing this certificate in accordance with Regulation 34 (3) read with Schedule V Para-C clause (10) (i) of the SEBI (listing obligations and Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the Portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers we hereby certify that none of the Directors on the Board of the company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of Appointment in Company</b>
1.	Shalin Sudhakarbhai Patel	01779902	01/04/2014
2.	Shalin Bharatbhai Chokshi	00191903	27/01/2012
3.	Vishal Nitin Mehta	07977497	04/12/2017
4.	Chandrakala Ashok Bhatt	07977517	04/12/2017
5.	Neetu Jalan	08719470	12/02/2021
6.	Paragbhai Manubhai Shah	08773974	27/06/2020

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, Jalan Alkesh & Associates,  
Company Secretaries**

Sd/-

**Place: Ahmedabad  
Date: 17/07/2021**

**Alkesh Jalan [Proprietor]  
FCS No.: 10620 COP No. : 4580  
UDIN F010620C000477086**

**Annexure A**  
**FORM NO. AOC - 2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

Sr. No.	Particulars	Details of transactions
a)	Name(s) of the related party & nature of relationship	No transactions / contracts were entered which were not at arm's length.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any :	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangements or transactions at Arm's length basis.**

Sr. No.	Particulars	Details of transactions
a)	Name(s) of the related party & nature of relationship	The Company has entered into transactions for purchase of Goods from B Chokshi Chem Pvt Limited. Mr. Shalin Bharat Chokshi and Mr. Saumil Bharat Chokshi are interested directly or indirectly as Director / Shareholder, if any.
b)	Nature of contracts	Transaction for purchase of goods and sale of goods
c)	Duration of the contracts	Not Applicable
d)	Salient terms of the contracts or arrangements or	To supply / purchase the goods / fixed assets required on need basis at arm's length. The price is determined as per the prevailing market rate.

	transaction including the value, if any :	The value of the transactions entered with the related parties is provided in the note no. 29 of the Balance Sheet of the Company.
e)	Date of approval by the Board, if any :	27 <sup>th</sup> May, 2019
f)	Amount paid as advances, if any :	Nil

FOR & ON BEHALF OF THE BOARD OF  
ARVEE LABORATORIES (INDIA) LIMITED

Place: Ahmedabad

Dated: 24th August, 2020

Sd/-

Shalin Sudharkarbhair Patel  
CHAIRMAN CUM MANAGING DIRECTOR

