



Ind-Swift Laboratories Limited

(A Recognised Export House)

Regd. Office : S.C.O. 850, Shivalik Enclave, NAC, Manimajra, Chandigarh - 160 101
Phones : ++ 91 - 172-2730503, 2730920, Fax ++ 91 - 172 - 2730504, 2736294
E-mail : info@indswiflabs.com Website : www.indswiflabs.com
CIN No. L24232CH1995PLC015553



Ref: ISLL:CH:2024

Date: 6th September, 2024

**The President
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai 400 001**

**The Vice President,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor
Plot No. C/2, G-Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051**

BSE Scrip Code: 532305

NSE Symbol: INDSWFTLAB

Subject: Notice of 29th Annual General Meeting and e-voting Schedule.

Dear Sir/Ma'am,

With reference to captioned subject, we wish to inform that the 29th Annual General Meeting ['AGM'] of the Company is scheduled to be held on Monday, the 30th day of September, 2024 at 11:30 A.M. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

Pursuant to Regulation 29 and other applicable provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, please find enclosed herewith the Notice of Annual General Meeting, containing all the business to be transacted at the meeting for your reference and records.

We also wish to inform that the Register of Members and Share Transfer Books of the Company shall be closed from 25th September, 2024 to 30th September, 2024.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members holding shares on cut-off date i.e. Monday, 23rd September, 2024, to exercise their right to vote by electronic means on all or any of the business specified in the Notice convening the AGM. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

You are requested to take note of the above information and display the same on the exchange website.

For **IND-SWIFT LABORATORIES LTD.**

**PARDEEP VERMA
VP-CORPORATE AFFAIRS &
COMPANY SECRETARY**





IND SWIFT LABORATORIES LIMITED

CIN: L24232CH1995PLC015553

Registered Office: SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh 160101

Email: investor@indswiftlabs.com , Website: www.indswiftlabs.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of Ind-Swift Laboratories Limited will be held on Monday, the 30th September, 2024 at 11:30 A.M. through Video Conference ("VC")/Other Audio Visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended 31st March, 2024 together with the Directors' and Auditors' Reports thereupon.
2. To appoint a director in place of Mr. Sahil Munjal (DIN: 00015407), who retires by rotation under the provisions of Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. RATIFICATION OF REMUNERATION TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2024-25:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s V. Kumar & Associates, Cost Accountants, having Firm Registration No. 100137, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-25, at a remuneration of up to ₹2,00,000/- (Rupees Two Lakhs only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

4. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

To consider and, if thought fit, to pass, the following resolution as an **Ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Avishkar Singhal & Associates (FRN: 0017362N).

RESOLVED FURTHER THAT M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N), be and are hereby appointed as Statutory Auditors of the Company to hold the office w.e.f 13th August, 2024, until the conclusion of the 29th Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses 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. APPOINTMENT OF STATUTORY AUDITOR FOR TERM OF 5 (FIVE) CONSECUTIVE YEARS:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N), be and are hereby reappointed as the Statutory Auditors of the Company for the term of 5 (Five) consecutive years, from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration plus applicable taxes and

out of pocket expenses 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.

RESOLVED FURTHER THAT directors of the Company and/or Mr. Pardeep Verma, VP-Corporate Affairs & Company Secretary be and are hereby severally authorised to do all such acts deeds and things to give effect to the aforesaid resolution."

6. TO CONSIDER AND APPROVE THE APPOINTMENT OF AND PAYMENT OF REMUNERATION TO MR. SAHIL MUNJAL (DIN: 00015407), AS WHOLE TIME DIRECTOR OF THE COMPANY.

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

" **RESOLVED THAT** pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 and subject to all such approvals as may be required, the consent of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Sahil Munjal (Din: 00015407), as Whole Time Director, liable to retire by rotation for a period of five years with effect from 13th February, 2025 up to 12th February, 2030 and payment of the remuneration to Mr. Sahil Munjal, as detailed below, notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 and Schedule V of the Act with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his appointment in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board and Mr. Sahil Munjal:

1. Gross Salary	Min: ₹16,00,000/- per month Max : ₹30,00,000/- per month
2. Commission	Subject to availability of profit, at the rate of not more than 1% of the net profit for the year.
3. Perquisites and Allowances	<ol style="list-style-type: none"> 1. Fully furnished rent free accommodation/ House. 2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family. 3. Leave Travel Assistance - Once a year for self & family as per rules of the Company. 4. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board. 5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee. 6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company. 7. Gratuity - Upto half a month's salary for each completed year of service. 8. Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service 9. Conveyance - The Company shall provide one fully insured car with driver and reimbursement of the operational expenses. 10. Telephone, Telefax and other communication facilities. 11. Security- The Company shall provide for round the clock security at the Director's residence. 12. Pension- The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.
4. Other terms	<ol style="list-style-type: none"> 1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof. 2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

RESOLVED FURTHER THAT all other existing terms and conditions of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary the terms and conditions of the appointment of Mr. Sahil Munjal including his remuneration.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, things and deeds as required to give effect to the aforesaid resolution.”

By order of the Board

Place: Chandigarh

Date: 12.08.2024

Sd/-

Pardeep Verma

VP-Corporate Affairs &

Company Secretary

NOTES

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 2/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2024/4 dated May 12, 2020, May 13, 2022 and January 5, 2024, respectively (collectively referred to as 'Circulars'), companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue.

Accordingly, the 29th AGM of the Company will be held through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. The deemed venue for the 29th AGM shall be the Registered Office of the Company, i.e. SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh – 160101.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for the appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting facility provided by Listed Companies, the Company is pleased to provide its members the facility of casting votes electronically viz. "remote e-voting" (e-Voting from a place other than venue of the AGM). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares as on cut-off date i.e., Monday, 23rd September, 2024 may cast their vote either by remote e-voting or e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The information w.r.t. voting process and other instructions regarding e-voting are detailed in Note. No. 22.

4. In compliance with the aforesaid Circulars, the Notice calling the AGM inter-alia indicating the process and manner of e-voting along with the Annual Report 2023-24 containing Board's Report, Auditor's Report, Audited Financial Statements and other documents is being sent only through electronic mode to those members whose e-mail addresses are registered with Company/ Depositories.

Members may note that the notice calling the AGM along with the Annual Report for FY 2023-24 has been uploaded on the website of the Company at www.indswiftlabs.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect Item No. 3 - 6, is annexed hereto and forms part of this notice. In respect of item no. 2 & 6 the relevant details of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
7. All documents referred to in the Notice will also be available electronically for inspection during business hours, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN and Mobile No. to the Company at investor@indswiftlabs.com
8. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2024 to 30th September, 2024, both days inclusive.
9. The members are requested to inform changes, if any, in their Registered Address along with PIN Code Number to the Company Secretary at the Registered Office address.
10. Members of the Company under the category of Institutional Investors/Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) are encouraged to attend and vote at the AGM through VC. They are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting on investor@indswiftlabs.com
11. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
12. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 23rd September, 2024 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting are also enclosed.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. Pursuant to the provision of rule 18(3)(i) of the Companies (Management & Administration Rules, 2014), the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, members are requested to kindly update their e-mail addresses with Depository Participants in case of holding shares in Demat form. If holding shares in physical form, members are requested to inform their e-mail id to the Company.
16. Members are hereby informed that there is no unpaid dividend for earlier years which is due to be transferred to the Investor Education and Protection Fund (IEPF) under the provisions of Section 124 and 125 of the Act. The claimant of shares transferred to IEPF shall be entitled to claim the shares from IEPF by submitting an online application in form IEPF-5, send the same duly signed by him/her along with the requisite documents as enumerated in form IEPF-5 to the Company at the registered office for verification of his/her claim.
17. Pursuant to SEBI Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, the Company shall issue the securities in dematerialized form only while processing the service request(s) in the form(s) prescribed therein. The form(s) are available on the website of the Company at <https://www.indswiftlabs.com/investor/shareholder-services/> and on the website of Registrar & Share Transfer Agent, Alankit Assignments Ltd. at www.alankit.com.

18. Process for registration/updation, pertaining to the name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
 - i) In case shares are held in physical mode, members are requested to submit their service requests in the form(s) prescribed under SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2024/37 dated 16th March, 2024. The form(s) are available on the website of the Company at <https://www.indswiftlabs.com/investor/shareholder-services/> and on the website of Company's Registrar & Share Transfer Agent, Alankit Assignments Ltd. at www.alankit.com.
 - ii) In case shares are held in electronic mode, members are requested to update the details with their respective Depository Participants.
19. All the work related to share registry in terms of both physical and electronic, are being conducted by Alankit Assignments Ltd at 205-208, Anarkali Market , Jhandewalan Extension, New Delhi-110055 Tel. : 011 - 2354 234 / 42541234, Fax. : 011 - 4154 0064, E-mail: vijayps1@alankit.com. The members are requested to send their communication to the aforesaid address.
20. Members may kindly note that in accordance with SEBI Master Circular for Online Resolution of Disputes in the Indian Securities Market bearing no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July, 2023 (as amended from time to time), the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). SEBI has specified that a shareholder shall first take up his/ her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity or its RTA and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA). Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login> and the same can be accessed through Company's Website at Shareholder Services | Ind-Swift Laboratories Ltd. (indswiftlabs.com).
21. Members desirous of seeking any information relating to the accounts of the Company may write to the Company at Registered Office address for the attention of Mr. Pardeep Verma, VP-Corporate Affairs & Company Secretary at least 7 days in advance of the meeting so that requisite information can be made available at the meeting.

22. The Instructions of Shareholders for E-Voting and Joining Virtual Meetings are as under:

The e-voting facilities will be provided in the following manners: -













- (i) The voting period commences at 9:00 A.M on 27th September, 2024 and ends at 5:00 P.M on 29th September, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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 to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method				
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. By clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers. 				
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience <p>NSDL Mobile App is available on</p> <table border="1" data-bbox="462 1600 1040 1843"> <tr> <td data-bbox="462 1600 743 1654">  App Store </td> <td data-bbox="743 1600 1040 1654">  Google Play </td> </tr> <tr> <td data-bbox="462 1654 743 1843">  </td> <td data-bbox="743 1654 1040 1843">  </td> </tr> </table>	 App Store	 Google Play		
 App Store	 Google Play				
					



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22- 23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN (240828048) for IND SWIFT LABORATORIES LIMITED to vote on the resolutions.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@indswiftlabs.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN (240828048) of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@indswiftlabs.com. These queries will be replied to by the company suitably by email.



8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company email id i.e. investor@indswiftlabs.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- i. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- ii. Mr. Vishal Arora, Company Secretary (Membership No. 4566) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the entire e- voting process in a fair and transparent manner.
- iii. The Scrutinizer shall after the conclusion of AGM, shall unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- iv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.indswiftlabs.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

By order of the Board

Place: Chandigarh
Date: 12.08.2024

Sd/-
Pardeep Verma
VP-Corporate Affairs &
Company Secretary

Registered Office:

IND-SWIFT LABORATORIES LIMITED
SCO 850, Shivalik Enclave,
NAC, Manimajra
Chandigarh-160101
investor@indswiftlabs.com
www.indswiftlabs.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015.

Item No. 3

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s V. Kumar & Associates, Cost Accountants, to conduct the Cost audit of the cost records of the Company for the financial year ended 31st March, 2025.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2024-25 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the members.

Item No. 4

The Members of the Company at their 27th Annual General Meeting (AGM) held on 30th September, 2022 had appointed M/s. Avishkar Singhal & Associates, Chartered Accountants, having Firm Registration No. 017362N for the second consecutive term of five years, from the conclusion of this 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held in the year 2027.

M/s. Avishkar Singhal & Associates vide their letter dated 6th August, 2024 have resigned from the post of statutory auditor of the Company resulting in casual vacancy in the post of Statutory Auditor of the Company under Section 139(8) of the Companies Act, 2013.

The Board of Directors at their meeting held on 12th August, 2024, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013 had appointed M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N), to hold office as the Statutory Auditors of the Company till the conclusion of 29th AGM and to fill the casual vacancy caused by the resignation of M/s. Avishkar Singhal & Associates, subject to the approval of the shareholders of the Company at the 29th AGM, at such remuneration plus applicable taxes and out of pocket expenses 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.

The Company has received consent letter and eligibility certificates from M/s. Rattan Kaur & Associates, Chartered Accountants to act as statutory auditor of the Company in place of M/s. Avishkar Singhal & Associates, along with a confirmation that their appointment if made shall be within limit prescribed under the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Board of Directors of the Company at their meeting held on 12th August, 2024, as per the recommendation of the Audit Committee and pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, recommended the appointment of M/s. Rattan Kaur & Associates, Chartered Accountants, (F.R.N. 022513N), as statutory auditors of the Company to hold office for a period of 5 years from the conclusion of 29th Annual General Meeting, till the conclusion of 34th Annual General Meeting to be held in the year 2029, at such remuneration plus applicable taxes and out of pocket expenses 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.

The Company has received consent letter and eligibility certificates from M/s. Rattan Kaur & Associates, Chartered Accountants to act as statutory auditor of the Company in place of M/s. Avishkar Singhal & Associates, along with a confirmation that their appointment if made shall be within limit prescribed under the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval by the members.

Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members

Proposed audit fee payable to auditors	Remuneration plus applicable taxes and out of pocket expenses 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
Terms of appointment	The term of appointment shall be for a period of five consecutive years from the conclusion of 29 th Annual General Meeting, till the conclusion of 34 th Annual General Meeting to be held in the year 2029
Material changes in fee payable	No material changes in the fee payable to auditor from that paid to the outgoing auditor
Basis of recommendation and auditor Credentials	The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s. Rattan Kaur & Associates, Chartered Accountants, as the Statutory Auditors of the Company. Brief profile of M/s. Rattan Kaur & Associates, Chartered Accountants: 1) M/s. Rattan Kaur & Associates, Chartered Accountancy Firm registered with The Institute of Chartered Accountants of India (Firm Registration No. 022513N). 2) It provides an integrated range of services in Audit, Advisory, Direct & Indirect Taxation, Technology and Forensics. The firm has varied sectoral experiences and they provide their services to Banks, NBFCs, Corporates, Government Companies etc.

Item No. 6

Mr. Sahil Munjal, was appointed as the Whole-Time Director of the Company by the shareholders of the Company in the Annual General Meeting of the Company held on 29th September, 2020.

The current term of office of Mr. Sahil Munjal as the Whole-Time Director of the Company is going to expire on 12th February, 2025. Keeping in view the exceptional services rendered by Mr. Sahil Munjal as Whole Time Director, the Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 12th August, 2024 have approved/recommended reappointment of Mr. Sahil Munjal, as Whole-Time Director and payment of remuneration for a period of five years from 13th February, 2025 to 12th February, 2030 even in case the said remuneration exceeds the limits specified in the Schedule V or the relevant provisions of the Companies Act, 2013.:

The details of remuneration payable to Mr. Sahil Munjal is as under:

1. Gross Salary	Min: ₹ 16,00,000/- per month Max: ₹ 30,00,000/- per month
2. Commission	Subject to availability of profit, at the rate of not more than 1% of the net profit for the year.
3. Perquisites and Allowances	<ol style="list-style-type: none"> 1. Fully furnished rent free accommodation/ House. 2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family. 3. Leave Travel Assistance - Once a year for self & family as per rules of the Company. 4. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board. 5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee. 6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company. 7. Gratuity - Upto half a month's salary for each completed year of service. 8. Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service 9. Conveyance - The Company shall provide one fully insured car with driver and reimbursement of the operational expenses.

	<p>10. Telephone, Telefax and other communication facilities.</p> <p>11. Security- The Company shall provide round-the-clock security at the Director's residence.</p> <p>12. Pension- The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.</p>
5. Other terms	<p>1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.</p> <p>2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.</p>

The said remuneration to Mr. Sahil Munjal is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Whole-Time Director of the Company.

Further, Mr. Sahil Munjal is a related party to the Company as per Section 2(76) of the Companies Act, 2013. As per Section 177(4) (iv) of the Companies Act, 2013, Regulation 18(3) and 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms of reference duly approved by the Board of the Company, the Audit Committee has to accord its approval to any related party transaction including remuneration paid to directors falling within the definition of related party and accordingly necessary approval of the Independent Directors of the Audit Committee has been obtained.

The Board recommends acceptance of the resolution. This may also be considered and treated as abstract and Memorandum setting out terms of contract of service under Section 190 of the Companies Act, 2013.

None of the Directors of the Company, except Mr. Sahil Munjal and Mr. N.R. Munjal, Directors who are related to each other, are interested in Resolution no. 6.

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 FOR ITEM NO. 2 AND 6 ARE AS FOLLOWS –

Name of Director	Mr. Sahil Munjal
Age	44 years
Nationality	Indian
Date of Appointment at current designation	13/02/2020
Designation	Whole-Time Director
Shareholding in the company	6766 shares
Qualifications, brief resume and expertise in specific Functional area	Mr. Sahil Munjal is a Science Graduate with B. Tech and a Diploma in Information Technology and CISCO Certificate Network Associate. He has been a pivotal part of the Company since July 1, 2004. With extensive experience in the pharmaceutical industry, Information Technology (IT) systems, and instrumental development, Mr. Munjal has played a crucial role in shaping the company's strategic direction and technological advancement. His leadership and expertise have significantly contributed to the company's growth and innovation, aligning IT systems with business objectives and enhancing operational efficiency.
Expertise in specific Functional area	B. Tech, Diploma in Information Technology and CISCO Certificate Network Associate
Term of re-appointment	Refer resolution no.6 and explanatory statement
Remuneration last drawn, if applicable	Remuneration for the year 2023-24: ₹178.93 Lakhs
Remuneration sought to be paid	Refer resolution no. 6 and explanatory statement
List of other directorship	<ul style="list-style-type: none"> • Vibrant Agro Industries Limited • Fortune (India) Constructions Limited • Punjab Renewable Energy Private Limited



Names of Listed Entities in which the person also holds the directorship	NIL
Chairmanship/Membership of the Committees of the Board of Directors of Ind Swift Laboratories Limited	NIL
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	NIL
Names of listed entities from which the person has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	The Company has been substantially benefitted by his professional knowledge and managerial expertise and has made enormous progress. Mr. Sahil Munjal plays instrumental role in Development and Growth of IT Systems.
Relationship between directors inter-se and relationship with Manager and other Key Managerial Personnel of the Company	Mr. Sahil Munjal is son of Mr. N.R. Munjal, Chairman & Managing Director
No. of Meetings of Board attended during the FY 2023-24	Attended all 11 meetings held during the period.