

Notice

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Sharon Bio-Medicine Limited (CIN: L24110MH1989PLC052251) will be held at Plot No. V/10, MIDC, Taloja, Dist. Raigad, Maharashtra 410 208 on 31st December, 2015 at 9.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company including the Balance Sheet as at 30th June, 2015 and the statement of the Profit and Loss of the Company for the Financial Year ended 30th June, 2015 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Lalit Misra who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration

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 Ordinary Resolution passed by the Members at the 25th Annual General Meeting of the Company and 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 and other Rules if any, made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), the appointment of M/s Shyam C Agrawal & Co, Chartered Accountants (Firm Registration No. 110243W) as Auditors of the Company to hold office until the conclusion of the 28th Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit, be and is hereby ratified."

SPECIAL BUSINESS:

4. **Re-appointment of Mrs. Savita Gowda as the Managing Director of the Company.**

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

"RESOLVED THAT in pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) thereof and in pursuance to the provisions of Articles of Association of the Company, the consent of the members be and is hereby accorded to the re-appointment of Mrs. Savita Gowda as the Managing Director of the Company for a period of Three Years w.e.f. 11.08.2015 to 10.08.2018 at a remuneration and other terms and conditions as mentioned below:

Salary	Rs. 2,75,000/- p.m.
Perquisites and allowances	Leave Travel Concession, Medical Reimbursement, Club Fees, Personal Accident Insurance, Key man insurance, Car with Driver, Telephone at Resi., Mobile, internet etc.
Others	• Contribution to provident fund, superannuation fund or annuity fund to the extent, that these either singly or put together are not taxable under the Income Tax Act, 1961. • Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. • Leave Encashment at the end of the tenure.

Overall remuneration The aggregate of salary and perquisites in any financial year shall be governed by the provisions of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof as may, for the time being, be in force; and

Other terms and conditions of re-appointment of Mrs. Savita Gowda, the Managing Director are as under:

- a. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- b. In the event of either Managing Director desires to resign or the Company seeks her termination, One month notice or salary in lieu thereof from either side shall be applicable.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of her tenure, the company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors."

5. Re-appointment of Mr. Lalit Misra as the Whole-time Director of the Company.

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

"RESOLVED THAT in pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) thereof and in pursuance to the provisions of Articles of Association of the Company and the consent of the members be and is hereby accorded to the re-appointment of Mr. Lalit Misra as the Whole-time Director of the Company for a period of Three Years w.e.f. 11th Aug, 2015 to 10th Aug, 2018 at a remuneration and other terms and conditions as mentioned below:

Salary	Rs. 2,75,000/- p.m.
Perquisites and allowances	Leave Travel Concession, Medical Reimbursement, Club Fees, Personal Accident Insurance, Key man insurance, Car with Driver, Telephone at Resi., Mobile, internet etc.
Others	• Contribution to provident fund, superannuation fund or annuity fund to the extent, that these either singly or put together are not taxable under the Income Tax Act, 1961. • Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. • Leave Encashment at the end of the tenure.

Overall remuneration The aggregate of salary and perquisites in any financial year shall be governed by the provisions of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof as may, for the time being, be in force; and

Other terms and conditions of re-appointment of Mr. Lalit Misra, Whole-time Director are as under:

- a. The Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

b. In the event of either Whole-time Director desires to resign or the Company seeks his termination, One month notice or salary in lieu thereof from either side shall be applicable.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors."

6. Appointment of Cost Auditor

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 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other Rules if any, made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), the appointment of M/s Kasina & Associates, Cost Accountants (Firm Registration No. 104088) as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2015-16, at remuneration for an amount of Rs. 100,000/- p.a. in addition to out of pocket expenses as approved by the Board of Directors of the Company."

On Behalf of the Board

Sd/-

Place: Mumbai
Date: 10.11.2015

Savita Satish Gowda (Ms.)
DIN: 00042957
(Chairperson & Managing Director)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of limited companies etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified true copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforementioned business is attached.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

5. 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.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturday & Sunday, up to and at the Annual General Meeting of the Company.
7. The register of members and the share transfer books of the Company shall remain closed from 25th Dec, 2015 to 31st Dec, 2015 (both days inclusive).
8. Members are requested to intimate change of address, if any, to the company quoting reference to their Registered Folio Number.
9. The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2006-2007 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

10. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The Company has appointed CS Vandita Doshi, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process and polling process in a fair and transparent manner.
- V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 24th Dec, 2015.
- VI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 24th Dec, 2015 only shall be entitled to avail the facility of remote e-voting/ Ballot Paper.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th Dec, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VIII. The Remote e-voting facility will be available during the following period:

Commencement of Remote E-voting : On 28th Dec, 2015 from 9.00 a.m.

End of Remote E-voting : On 30th Dec, 2015 till 5.00 p.m.

The remote E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited (NSDL) upon expiry of the aforesaid period.

- (b) there are, to the best of his knowledge and belief, no transactions entered into by the Company during the year 2014-15 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) he accepts responsibility for establishing and maintaining internal controls for financial reporting and that he has evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and found them satisfactory.
- (d) there are no significant changes in internal control over financial reporting during the year 2014-15
- (e) there are no significant changes in accounting policies during the year 2014-15 and
- (f) there are no instances of significant fraud of the management or an employee having a significant role in the company's internal control system over financial reporting.

The WTD/CFO has given a Declaration to the effect that all Board Members and Senior Management personnel have confirmed compliance with the Code of Conduct during the Financial Year ended on 31st March, 2015.

Means of Communication

The quarterly results and annual results are displayed on the website of the Company www.revathi.in and are widely published in newspapers viz. Business Standard and Malai Malar (Vernacular paper). The results are also promptly forwarded to the Stock Exchanges in which the shares are listed.

Official news releases are made whenever it is considered necessary.

General shareholder information

38th Annual General Meeting

Date and Time : 21st December 2015 at 2.30 p.m.

Venue : At the registered office of the company, Pollachi Road, Malumachampatti, Coimbatore 641 050

Financial Calendar

Financial Year: 1st April 2015 to 31st March 2016

Period of reporting	Proposed Board meeting dates
Qtr ending 30 th June 2015	Second week of July 2015
Qtr ending 30 th September 2015	First week of October 2015
Qtr ending 31 st December 2015	First week of January 2015
Year ending 31 st March 2016	Last week of April 2016

Date of Book closure	From 15th December 2015 to 21st December 2015 (Both days inclusive)
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Dividend payment date

Considering results of the year the Directors have not recommended any Dividend for the year ended 31st March, 2015.

Listing of shares on Stock Exchanges

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1
'G' Block, Bandra-Kurla Complex
Bandra (East), Mumbai – 400 051

Note:

Annual listing fees for the year 2015-16 were paid to BSE Limited & National Stock Exchange of India Limited.

Stock Market Data

Type of Security : Equity
 Stock Code : BSE Limited - 505368
 : National Stock Exchange of India Limited - REVATHI
 ISIN number allotted for equity shares : INE617A01013
 (Fully Paid Re. 10/- each)

