

# GENERIC PHARMASEC LIMITED

(Formerly Known as Adi Rasayan Limited)

CIN: L24231GJ1992PLC018572

**Registered Office:** - D/1105, Titanium city, Center, NR, Sachin Tower, 100 Ft, Anandnagar Road, Satellite, Ahemdabad-380015 IN

Phone No: - 86555 50242

Website : [www.genpharmasec.com](http://www.genpharmasec.com) Email Id: [compliance@genpharmasec.com](mailto:compliance@genpharmasec.com)

## EXTRA ORDINARY GENERAL MEETING NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Generic Pharmasec Limited will be held on Saturday, the 30<sup>th</sup> March, 2019 at 09:30 a.m. at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (West), Mumbai - 400 103 to transact the following businesses:

### **SPECIAL BUSINESS**

**Item no 1:- SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS10/- PER SHARE TO RE. 1/- PER SHARE**

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

**"RESOLVED THAT,** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized, Issued, Subscribed and Paid up Share Capital of the Company be sub-divided into 10(ten) Equity Shares having a face value of Re.1/- each .

**"RESOLVED FURTHER THAT,** pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid up Equity Shares of nominal value of Rs. 10/- each of the Company existing on the Record Date to be fixed by the Company shall stand sub-divided into equity shares of nominal value of Re 1/- each fully paid up

**"RESOLVED FURTHER THAT,** on sub-division, 10 Equity Shares of the face value of Re. 1/- each to be allotted in lieu of existing 1(one) equity shares of Rs 10/- each subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari passu in all respects with the existing fully paid up Equity Shares of Rs 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

**"RESOLVED FURTHER THAT,** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the

surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company (“the Board”), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution”.

**Item No. 2 :- ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

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

**“RESOLVED THAT**, to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions if any of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to change the Authorised Share Capital of the Company from existing Rs 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 Equity Shares of Rs 10/- each to Rs 30,00,00,000 (Rupees Thirty Crore only) divided into 30,00,00,000 equity shares of Re 1/- each fully paid , ranking at pari passu in all respect with the existing equity share of the Company.

**“RESOLVED FURTHER THAT**, the Memorandum of Association of the Company be altered in the following manner i.e. existing clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as clause V

*V .The authorized Share Capital of the Company is Rs. 30,00,00,000 /- (Rupees Thirty Crore only) divided into 30,00,00,000 equity shares of Re1/- (Rupee one) each.*

**“RESOLVED FURTHER THAT**, for the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof) , be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution”.

**By Order of the Board of Directors  
For Generic Pharma Limited,  
(Formerly Known as Adi Rasayan Limited)  
Sd/-  
Viral Mehta  
(Director)**

Place: Mumbai

Dated: 28<sup>th</sup> February, 2019

## Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself/herself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Members are requested to notify any change in their address, email id, nominations under the signature of the registered holder(s) to the Company's Registrars and Share Transfer Agent M/s.Satellite Corporate Services Pvt Ltd, Unit: **-Generic Pharmasec Limited**, Unit No. 49, Bldg. No. 13-A-B, 2nd Floor Samhita Commercial Co-op Soc. Ltd.Off. Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai - 400072 and to the Depository Participants in respect of shares held in electronic form.
4. Members/proxies should bring their copies of the Notice, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto and forming part of this Notice.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website [www.genpharmasec.com](http://www.genpharmasec.com) for their download. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for

inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Saturday, 30<sup>th</sup> March, 2019. For any communication, the shareholders may also send requests to the Company's investor email id: [compliance@genpharmasec.com](mailto:compliance@genpharmasec.com)

## 9. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

### Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
  - 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
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.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company –**GENERIC PHARMASEC LIMITED**.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**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 [csjayminmodi@gmail.com](mailto:csjayminmodi@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 to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on.: 1800 222 990.

**Other Instructions:**

- The e-voting period commences on Monday, 25<sup>th</sup> March, 2019 (9.00 a.m. IST) and ends on Friday, 29<sup>th</sup> March, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, 23<sup>rd</sup> March, 2019, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. 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.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the EOGM through electronic voting system or poll paper.
- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the EOGM, a consolidated Scrutinizer’s Report of the



total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.genpharmasec.com](http://www.genpharmasec.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- Mr. Jaymin Modi, (ACS- 44248), (CP 16948) Proprietor of M/S. Jaymin Modi & Co, Bhayander, (East), Thane, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.
- This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item 1 and 2**

The Members are aware that in the recent past there was change in Promoters and control of the company couple with preferential issue of shares. Mrs Sneha Sadhwani and Mr. Rajesh Sadhwani the acquirer and person acting concert (Now Promoters) have business interest in the field of Pharmaceuticals and hospital chain etc. In view of the same the operations and profitability of the Company will grow in due course of time and which will arouse more interest of the investor fraternity resulting into liquidity and volume in the shares of the company.

The Equity Shares of your Company are listed on BSE Limited and are actively traded on BSE Limited. With a view to facilitate the benefit of more liquidity and broad basing of small investors and to encourage the participation of small investors by making equity shares of the Company affordable, the Board of Directors at its meeting held on 28<sup>th</sup> February, 2019 considered and approved the sub division of one equity share of the Company having face value of Rs 10/- each (Rupees Ten only) into 10 equity shares Re 1/- each subject to approval of the members and other statutory and regulatory

approvals as may be applicable. The record date for the aforesaid sub-division of the equity shares will be fixed after approval of the members being obtained.

The provision of Section 61 requires the Company to seek approval of members to the sub division of Equity Share Capital of the Company. Accordingly your Board of Director recommends the resolution set out in item no 1 of notice for the approval of members as ordinary resolution.

The Company pursuant to the provisions of section 13,61 and 64 of the Companies Act, 2013 and Rules framed there under intend to change the Authorised share capital as mentioned in Memorandum of Association of the Company due to change in face value of existing 1(one) equity share of Rs. 10/- each being sub-divided into 10 equity shares of Re 1/- each. In view of this the Company intends to broad base its capital for growth, expansion purpose.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration of Authorised share capital under Memorandum of Association of the Company requires approval of the Shareholders of the company by way of ordinary resolution and hence the Board recommended the ordinary resolution set out in item No. 2 of this notice for approval of the Shareholders.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered office/ Corporate office of the Company during 11:00 a.m. to 1.00 P.M on all working days upto the date of Extra Ordinary General Meeting.

**By Order of the Board of Directors  
For Generic Pharmasec Limited,  
( Formerly Known as Adi Rasayan Limited)**

Place: Mumbai  
Dated: 28<sup>th</sup> February, 2019

**Sd/-  
Viral Mehta  
(Director)**



# GENERIC PHARMASEC LIMITED

(Formerly Known as Adi Rasayan Limited)

CIN: L24231GJ1992PLC018572

**Registered Office:** - D/1105, Titanium city, Center, NR, Sachin Tower, 100 Ft, Anandnagar Road,  
Satellite, Ahemdabad-380015 IN

Phone No: - 86555 50242

Website: [www.genpharmasec.com](http://www.genpharmasec.com) , Email Id: [compliance@genpharmasec.com](mailto:compliance@genpharmasec.com)

## Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

### NAME AND ADDRESS OF THE SHAREHOLDER :

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Saturday, the 30th March, 2019 at 09.30 A.M at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (West), Mumbai - 400 103

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the EOGM Notice for reference at the Meeting.

\_\_\_\_\_  
Signature of Shareholder/Proxy

(\* ) Applicable only in case of investors holding shares in Electronic Form.

# GENERIC PHARMASEC LIMITED

(Formerly Known as Adi Rasayan Limited)

CIN: L24231GJ1992PLC018572

**Registered Office:** - D/1105, Titanium city, Center, NR, Sachin Tower, 100 Ft, Anandnagar Road,  
Satellite, Ahemdabad-380015 IN

Phone No: - 079-40033655 / 86555 50242

Website: [www.genpharmasec.com](http://www.genpharmasec.com), Email Id: [compliance@genpharmasec.com](mailto:compliance@genpharmasec.com)

## Proxy Form

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

Name of the Member(s): Registered address :		e-mail id: Folio No./ *Client Id: *DP Id:	
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I/We, being the member(s) holding \_\_\_\_\_ shares of Generic Pharmasec Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, the 30th March, 2019 at 09.30 A.M at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (West), Mumbai - 400 103 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above proxy to vote in the manner as indicated in the box below :

Item No.	Resolutions	Type of Resolution	For	Against
1	Sub division of Equity shares from Rs.10/- each to Re.1/- per share	Ordinary		
2	Alteration of Capital clause of Memorandum of Association.	Ordinary		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first Proxy Holder

\_\_\_\_\_  
Signature of Second Proxy Holder

\_\_\_\_\_  
Signature of third Proxy Holder

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## Route Map of the EOGM Venue

Venue: Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (West), Mumbai – 400 103.

