

**गोवा एंटीबायोटिक्स एवं
फार्मास्युटिकल्स लिमिटेड
GOA ANTIBIOTICS &
PHARMACEUTICALS LTD**



**(एचएलएल लाइफ़केयर लिमिटेड की समनुषंगी-
भारत सरकार का उद्यम)**

**(A Subsidiary of HLL Lifecare Limited-
a Government of India Enterprise)**

39वीं वार्षिक बैठक

22.12.2020 को

पूर्वाह्न 10.30 बजे को

गोवा में

वीडियो कॉन्फ्रेंसिंग के माध्यम से नियत की जाती है।

39th ANNUAL GENERAL MEETING

ON 22.12.2020

AT 10.30 A.M.

AT GOA

THROUGH VIDEO CONFERENCING

कार्यसूची टिप्पणी/AGENDA NOTE

Ref:GAPL/AGM/20-21/ 693

18th December, 2020

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the shareholders of Goa Antibiotics & Pharmaceuticals Ltd., will be held on Tuesday, 22nd December 2020, at 10.30 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM") to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March 2020 along with the Report of the Directors & Statutory Auditors together with comments of Comptroller & Auditor General of India (C&AG) thereon.
2. To authorize the Board of Directors to fix remuneration payable to the Statutory Auditors of the Company for the year 2020-21.

To consider and, if thought fit, to pass the following resolution, with or without modification as an ordinary resolution:

"RESOLVED THAT pursuant to the requirement of Section 142(1) of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to the Statutory Auditors appointed by the Comptroller and Auditor General of India for the year 2020-21".

By the order of the Board



Authorised Signatory

Place:Pernem-Goa

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गोवा एंटीबायोटिक्स और फार्मास्यूटिकल्स लिमिटेड
(एचएलएल लाइफकेयर लिमिटेड की समनुषंगी,
भारत सरकार का उद्यम)
टुएम इंडस्ट्रियल एस्टेट के निकट, टुएम पेर्नेम,
गोवा 403 512, भारत
ई-मेल : info@gaplgoa.com
दूरभाष : +91 832 2201416 / 417 / 256
फैक्स : +91 832 2201278
CIN : U24231GA1980SGC000412

Goa Antibiotics & Pharmaceuticals Ltd.
(Subsidiary of HLL Lifecare Ltd.,
A Government of India Enterprise)
Near Tuem Industrial Estate, Tuem, Pernem,
Goa 403 512, India
Email : info@gaplgoa.com
Tel.: +91 832 2201 416/417/256,
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Notes:

In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (hereinafter referred to as "MCA") has vide its General Circular No. 20/2020 dated 05th May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 08th April, 2020 and 13th April, 2020 respectively (hereinafter collectively referred to as "MCA Circulars"), permitted the holding of Annual General Meeting through VC/OAVM. Accordingly, in accordance with the MCA Circulars and provisions of Companies Act 2013, the 39th AGM of the Company is being held through VC/OAVM.

1. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the Members can join the AGM through VC/OAVM facility arranged by the Company. All care has been taken by the Company to ensure that the video conference facility arranged by the Company allows two-way teleconferencing for the easy participation of all the Members. The Members are allowed to ask questions concurrently or shall submit the questions in advance at the email address of the Chief Executive Officer/Chief Financial Officer-Authorised Signatory.
2. The facility for joining the meeting will be kept open for 15 minutes before the scheduled time to start the meeting and will be closed only after the expiry of 15 minutes after such scheduled time.
3. As per the aforementioned MCA Circulars, the requirement of quorum for a general meeting in pursuance of 103 of Companies Act, 2013 has been extended for general meeting held through VC/OAVM also. Therefore, the Members attending AGM through video conference will be counted for the quorum of the meeting.
4. With regard to the manner of appointment of Chairman for the meeting, the relevant MCA circulars stipulates that either it shall be based on the provisions of Articles of Association of the Company or in the manner as provided in the Circular. As per the Articles of Association of your Company, the Chairman of the Board shall preside as Chairman at every general meeting of the Company. Accordingly, the Chairman of the Board will be the Chairman for this AGM.

5. Generally, pursuant to the provisions of the Section 105 of the Companies Act, 2013, 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 through VC/OAVM, the requirement of physical attendance of members is dispensed with and consequently the facility for appointment of proxies is not applicable for this AGM.
6. The Statutory auditor or his authorized representative will attend the AGM through VC/OAVM facility provided by the Company.
7. As the total number of members in your Company falls below 50, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member. If a poll is required to be taken during the meeting on any resolution, the members may convey their vote at the Email i.d. of the Chief Executive Officer/Chief Financial Officer-Authorised Signatory at rejuskaria@gaplgoa.com or vijaykumarp@gaplgoa.com.
8. In line with the MCA Circulars, AGM Notice, financial statements and other documents are being sent through electronic mode to the e - mail addresses of the shareholders.
9. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (hereinafter referred to as "ICSI") read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
10. In pursuance of section 112 and section 113 of the Companies Act, 2013 representatives of the Members shall be appointed for the purpose of participation and voting in the meeting through video conference.
11. A copy of the notice shall also be posted on the website of the company.
12. For any assistance, a member may contact the Chief Executive Officer/ Chief Financial Officer-Authorised Signatory during business hours. Upon request of members, the inspection of statutory register/related documents can be made available through electronic mode.

13. Pursuant to Section 139 (5) of the Companies Act, 2013, the Statutory Auditors of a Government Company are appointed by the Comptroller and Auditor General of India (C&AG). In terms of Section 142 (1) of the Companies Act, 2013 the remuneration of the Statutory Auditors has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in Annual General Meeting may determine.

The statutory auditors for the financial year 2020-21 are yet to be appointed by the C&AG. Accordingly, necessary resolution has been placed before the Members for authorising the Board of directors to fix up the remuneration to the Statutory Auditors of the Company for the financial year 2020-21 as and when the appointment is made by the C&AG.

To

All Shareholders

1. Shri K. Beji George, IRTS
Chairman & Managing Director,
HLL Lifecare Limited
HLL Bhavan, Poojappura
Thiruvananthapuram – 695012
2. Shri E. A. Subramanian
(Director T & O)
HLL Lifecare Limited
HLL Bhavan, Poojappura
Thiruvananthapuram – 695012
3. Shri T. Rajasekar
Director (Marketing)
HLL Lifecare Limited
HLL Bhavan, Poojappura
Thiruvananthapuram – 695012
4. Dr. Geeta Sharma
(Director-Finance)
HLL Lifecare Limited
HLL Bhavan, Poojappura
Thiruvananthapuram – 695012

5. Shri B.S. Pai Angle
C/o EDC Ltd, EDC House,
Panaji- Goa 403 001
6. Shri B. S. Borkar
C/o EDC Ltd, EDC House,
Panaji, Goa-403 001
7. Shri J. P. Souza,
C/o EDC Ltd, EDC House,
Panaji- Goa 403 001
8. M/s. HLL Lifecare Limited
HLL Bhavan, Poojappura
Thiruvananthapuram, Kerala – 69501
8. M/s. EDC Ltd, EDC House,
Dr. A.B. Road, Panaji- Goa 403 001

Copy to: Statutory Auditors
M/s. U. N. Bene & Co.,
Chartered Accountant,
F-1, Gopika, M. L. Furtado Road,
Opp. ICICI Bank, Margao-Goa 403601

Copy to Directors (Other than shareholders)

1. Dr.Dharmendra Singh Gangwar, IAS
Additional Secretary & Financial Advisor,
Govt. of India,
Ministry of Health & Family Welfare,
Room no. 247, A-Wing, Nirman Bhawan,
Maulana Azad Road,
New Delhi 110 011

2. Shri Amit Satija, IAS,
Secretary (Health),
Govt. of Goa, Secretariat,
Porvorim Goa 403521

3. Shri K. V. Ballikar
Managing Director,
EDC Ltd., EDC House,
Panaji-Goa.

Copy to Independent Director

1. Dr. S. M. Bandekar,
Dean, Goa Medical College,
Bambolim-Goa

Copy to CEO-GAPL, Pernem-Goa