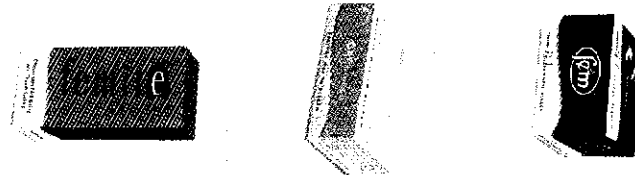
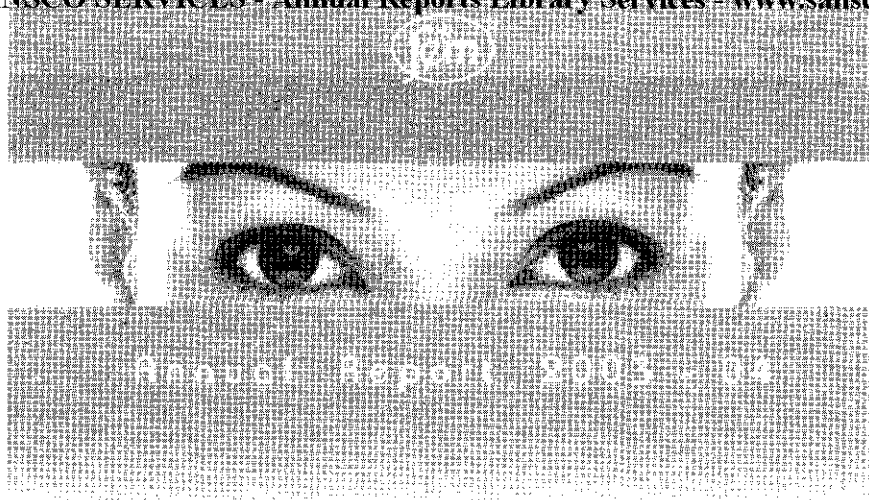


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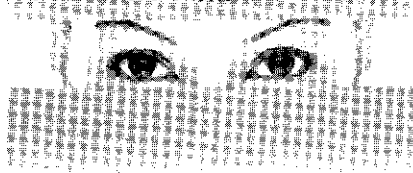




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Board of Directors

Mr. Sunil H. Pophale, *Chairman & Managing Director*

Mrs. Sunita A. Ramnathkar, *Joint Managing Director*

Mr. Dattatraya B. Khade

Mr. Vijay D. Ajgaonkar

Mr. Samaresh Chakrabarti

Mr. Murlidhar N. Chaini (from 1.7.2003)

Company Secretary

Mr. S. H. Bhat

Key Managerial Personnel

Mr. S. H. Bhat

Company Secretary

Mr. A. L. Chaudhari

Chief Executive Officer (Chemical Division)

Mr. D. Janardhanan

Chief Executive Officer (Pharma Mktg.)

Mr. H. V. Kolte

Chief Executive Officer (Works)

Mr. P. M. Sarma

Chief Executive Officer (IT Division)

Bankers

CORPORATION BANK

Industrial Finance Branch

Bharat House, No.104, Ground Floor

B. S. Marg, Fort

Mumbai-400 023

Tel. : 022-22670030

CORPORATION BANK

Ground Floor

Sahyadri Building

Gole Colony, Nashik-422 002

Tel. : 0253-257 9963 / 257 9226

Auditors

M/s. Walker, Chandiook & Co

313, Ahura Centre

82, Mahakali Caves Road

Andheri (E), Mumbai-400 093.

Tel. : 022-5695 4861 / 5695 1989



Notice

Notice is hereby given that the Eighteenth Annual General Meeting of the members of **FEM CARE PHARMA LIMITED** will be held at Hotel Taj Residency, Plot No.17, MIDC, Mumbai-Agra Road, Ambad, Nashik 422 010 on Wednesday, 29th September, 2004, at 11.00 a.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2004, and the Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2. To elect a Director in place of Mr. Samaresh Chakrabarti, who retires under Article 137 of the Articles of Association and being eligible, offers himself for reappointment.
3. To reappoint auditors and to fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass the following resolution, with or without modification, as a *Special Resolution*:

RESOLVED THAT the Directors of the company other than the Whole-time Directors be and hereby are entitled to receive remuneration upto 1% of the company's Net Profit as computed under Section 349 of the Companies Act, 1956 or any statutory modifications or re-enactment thereof, effective from the Financial Year 2004-05."

RESOLVED FURTHER THAT the remuneration so computed, will be distributed amongst the Directors in such manner as the Board may decide annually at the time of approval of the Company's Accounts and after taking into account all the relevant circumstances.

RESOLVED FURTHER THAT remuneration @ 1% of company's net profit u/s 349 for the year 2003-04 is also sanctioned and payment of the remuneration to Directors be and is hereby ratified.

5. To consider and if thought fit, to pass the following resolution, with or without modification, as a *Special Resolution*:

RESOLVED that the approval of the shareholders of the company be and is hereby given to the scheme of amalgamation of M/s. Fem Exports Ltd. with this company with such modifications as may be made in the scheme by the High Court of Bombay, while sanctioning the same.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary or expedient to carry into effect the amalgamation of the subsidiaries with the Company on such terms and conditions as may be approved by the Board and the Boards of the subsidiary and accepted by the Court.

RESOLVED FURTHER THAT the Directors of the company be and are hereby authorized severally to sign all documents and papers which are required to be signed for carrying into effect the said application under section 17 of the Companies Act, 1956, and the said scheme of amalgamation / arrangement.

6. To consider and if thought fit, to pass the following resolution, with or without modification, as a *Special Resolution*.

RESOLVED that pursuant to section 372A and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to invest an amount not exceeding Rs.5.00 Crores in units of schemes of any mutual fund, as may be decided by Board of Directors of the



company, notwithstanding the fact that such investment together with all other investments made by the company will exceed sixty percent of the paid-up share capital and free reserves of the investing company.

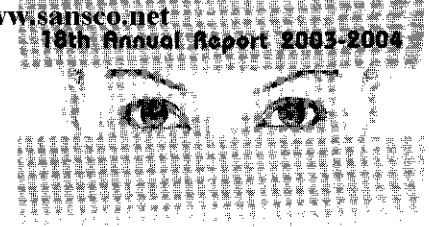
7. To consider and if thought fit, to pass the following resolution, with or without modification, as a *Special Resolution*.

RESOLVED THAT pursuant to Article 145 and 146 of Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956, the revision in remuneration and perquisites of Mr. Sunil H. Pophale, Managing Director of the Company, for a period upto 30.11.2007, be and is hereby approved.

- a. Salary – up to Rs. 12,00,000/- per annum including dearness and all other allowances, or such salary as may be fixed by the Board of Directors, within the overall limits laid down by Schedule XIII of the Companies Act, 1956, as may be amended from time to time.
- b. Commission – 1% of the net profits of the Company subject to a ceiling of 50% of the salary or Rs. 6,00,000/- per annum whichever is less.
- c. Perquisites – Following perquisites be allowed in addition to salary and / or commission or both, but perquisites shall be restricted to an amount equal to 50% of the annual salary or Rs.6,00,000/- per annum, whichever is less.
 1. House rent allowance @ 20% of salary or unfurnished accommodation in lieu thereof, in which case, 10% of basic salary will be deducted every month.
 2. Contribution to PF / FPF @ 12% of salary.
 3. Transport Allowance – Rs.800/- per month.
 4. Children Education Allowance – Rs.100/- per month per child.
 5. Allowance to meet hostel expenditure of child – Rs.300/- per month per child.
 6. Reimbursement of medical expenses for self and family at one month's salary per annum or 3 months' salary every 3 years.
 7. Leave Travel Assistance for self and family at one month's salary per annum or 2 months' salary once in 2 years.
 8. Gratuity @ 15 days salary per annum for each completed year of service.
 9. Leave encashment as per rules of Company.
 10. Club Fees of 2 clubs, not including admission fee & life membership fees.
 11. Personal Accident Insurance Premium up to a maximum of Rs.7500/- each per annum.
 12. Mediclaim premium as per norms applicable to other employees of company and reimbursement of mediclaim premium for family.
 13. EVA based incentive as applicable to other employees on same norms.

8. To consider and if thought fit, to pass the following resolution, with or without modification, as a *Special Resolution*.

RESOLVED THAT pursuant to Article 145 and 146 of Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956, the revision in remuneration of Mrs. Sunita A. Ramnathkar, Jt. Managing Director of the Company, for a period upto 30.11.2007, be and is hereby approved.



- a. Salary – upto Rs.12,00,000/- per annum including dearness and all other allowances, or such salary as may be fixed by the Board of Directors, within the overall limits laid down by Schedule XIII of the Companies Act, 1956, as may be amended from time to time.
- b. Commission – 1% of the net profits of the Company subject to a ceiling of 50% of the salary or Rs. 6,00,000/- per annum whichever is less.
- c. Perquisites – Following perquisites be allowed in addition to salary and / or commission or both, but perquisites shall be restricted to an amount equal to 50% of the annual salary or Rs.6,00,000/- per annum, whichever is less.
 1. House Rent Allowance @ 20% of salary,
 2. Contribution to PF / FPF @ 12% of salary,
 3. Transport Allowance – Rs.800/- per month,
 4. Children Education Allowance – Rs.100/- per month per child,
 5. Allowance to meet hostel expenditure of child – Rs.300/- per month per child,
 6. Reimbursement of medical expenses for self and family at one month's salary per annum or 3 months' salary every 3 years.
 7. Leave Travel Assistance for self and family at one month's salary per annum or 2 months salary once in 2 years,
 8. Gratuity @ 15 days salary per annum for each completed year of service,
 9. Leave encashment as per rules of Company.
 10. Club Fees of 2 clubs, not including admission fee & life membership fees.
 11. Personal Accident Insurance Premium up to a maximum of Rs.7500/- each per annum.
 12. Mediciam premium as per norms applicable to other employees of company and reimbursement of mediciam premium for family.
 13. EVA based incentive as applicable to other employees on same norms.

By Order of the Board

Registered Office :
D-55, Addl. Indl. Area, M.I.D.C.,
Ambad, Nashik 422 010

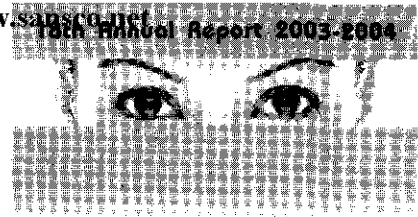
SHREEDHAR H. BHAT
Company Secretary

Date : 29th July, 2004

**NOTES :**

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the company. Proxies, in order to be effective, must be received at the registered office of the company not less than 48 hours before the commencement of the meeting.
- (b) Register of Members and Share Transfer Book will remain closed from 21st September, 2004 to 23rd September, 2004 (both days inclusive).
- (c) Members are requested to inform the changes if any, in their registered address to the Company immediately and to bring their copy of the Annual Report and to submit Attendance Slip at the Annual General Meeting. As per SEBI guidelines, only one copy of Annual Report has been mailed for a family, having many investors with same address.
- (d) Shareholders interested in trading in DEMAT mode may send their request and share certificates through Depository Participant, to the Company's Registered Office for doing the needful.
- (e) The relative Explanatory Statements, pursuant to Section 173(2) of the Companies Act, 1956, in respect of the business under Item No. 4 to 8 are annexed hereto.





Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956.

Item No. 4

In view of the support, guidance and supervision provided by the Board of Directors and its resultant contribution to the profits of the Company, it is proposed to remunerate the non-executive Directors of the Company with commission upto 1% of the Company's Net Profit as computed in accordance with Section 349 of the Companies Act, 1956 or any statutory modifications or re-enactment thereof, effective from the Financial Year 2004-2005. It is also proposed to sanction 1% commission for the year 2003-04 and to ratify payments to directors.

All Non-Executive Directors are interested in this Resolution as payment of commission is related to them.

Item No. 6

Company has been earning good profits during last year and Directors have also decided to plough back profits, and to follow conservative dividend payout policy. As a consequence, company is likely to have cash surplus from time to time. Section 372 A requires that shareholders consent by special resolution is necessary to invest sums exceeding 60% of paid up share capital and free reserves or 100% of free reserves, whichever is lower. Therefore, consent is sought from members to exceed the limit and to delegate authority to Board of Directors, to invest surplus available with company in schemes of mutual funds from time to time to maximize the income.

Special resolution was passed by members in Annual General Meeting on 30.9.1994 u/s 372 of Companies Act, 1956 (now deleted and replaced by new Section 372A) to exceed 30% of paid up capital and free reserves. Identical special resolution under new section 372A is being proposed for approval for compliance of provisions of Companies Act, 1956.

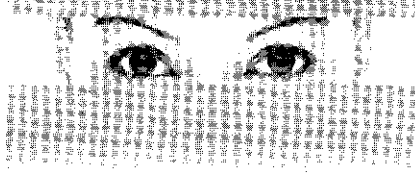
None of the directors is interested in the resolution.

Items 7 & 8:

Mr. Sunil H. Pophale and Mrs. Sunita A. Ramnathkar were appointed as Managing Director and Jt. Managing Director of the Company respectively for a period of 5 years from 1st December, 1992, by the Board of Directors of the Company in their meeting held on 6th November, 1992, which was subsequently approved in the Extra-Ordinary General Meeting held on 24th November, 1992, and reappointed from time to time upto 30th November, 2002. The Board of Directors of the Company in their meeting held on 31st July, 2002, have approved reappointment of Mr. Sunil H. Pophale and Mrs. Sunita A. Ramnathkar as Managing Director and Jt. Managing Director of the Company respectively for a further period of 5 years from 1st December, 2002 to 30th November, 2007. The said appointment was renewed by approval of members of the Company, by a special resolution, in the Annual General Meeting held on 27.9.2002.

One of the important terms and conditions of their appointment was:

- Board of Directors and Remuneration Committee constituted by Board of Directors shall be entitled to fix and revise the remuneration of Mr. Sunil H. Pophale/Mrs. Sunita A. Ramnathkar within the ceiling as set out in the Schedule XIII of the Companies Act, 1956, as amended from time to time.



Board of Directors recommends a remuneration upto Rs.1,00,000/- each per month to both Mr. Sunil H. Pophale and Mrs. Sunita A. Ramnathkar. Besides salary, both will be entitled to:

- House rent allowance @ 20% of salary or unfurnished accommodation in lieu thereof, in which case 10% of basic salary will be deducted every month.
- Contribution to PF / FPF @ 12% of salary,
- Transport Allowance - Rs.800/- per month,
- Children Education Allowance - Rs.100/- per month per child,
- Allowance to meet hostel expenditure of child - Rs.300 per month per child,
- Reimbursement of medical expenses for self and family at one month's salary per annum or 3 months' salary every 3 years.
- Leave Travel Assistance for self and family at one month's salary per annum or 2 months' salary once in 2 years,
- Gratuity @ 15 days salary per annum for each completed year of service,
- Leave encashment as per rules of Company.
- Club Fees of 2 clubs, not including admission fee & life membership fees.
- Personal Accident Insurance Premium upto a maximum of Rs.7500/- each per annum.
- Commission at 1% of net profits, subject to ceiling prescribed by Schedule XIII of The Companies Act, 1956.

Both are provided car with chauffeur, telephone at residence and mobile telephone. Personal long distance calls shall be recovered from both. Company reimburses their mediclaim insurance premium paid by each for their families. Company also reimburses expenses incurred by them for purpose of business of the Company.

The proposed remuneration will be in conformity with guidelines prescribed in Schedule XIII of the Companies Act, 1956 and other applicable provisions, and further subject to approval by Remuneration Committee constituted by Board of Directors, comprising of following independent Directors:

Mr. D. B. Khade

Mr. V. D. Ajgaonkar

Mr. Samaresh Chakrabarti

This Explanatory Statement may please be treated as an abstract of the terms of the contract and Memorandum under section 302 of the Companies Act, 1956.

Board of Directors recommends both the resolutions for your approval as **special resolutions**.

Mr. Sunil H. Pophale and Mrs. Sunita A. Ramnathkar themselves and also as relatives of each other may be treated as interested in these resolutions.