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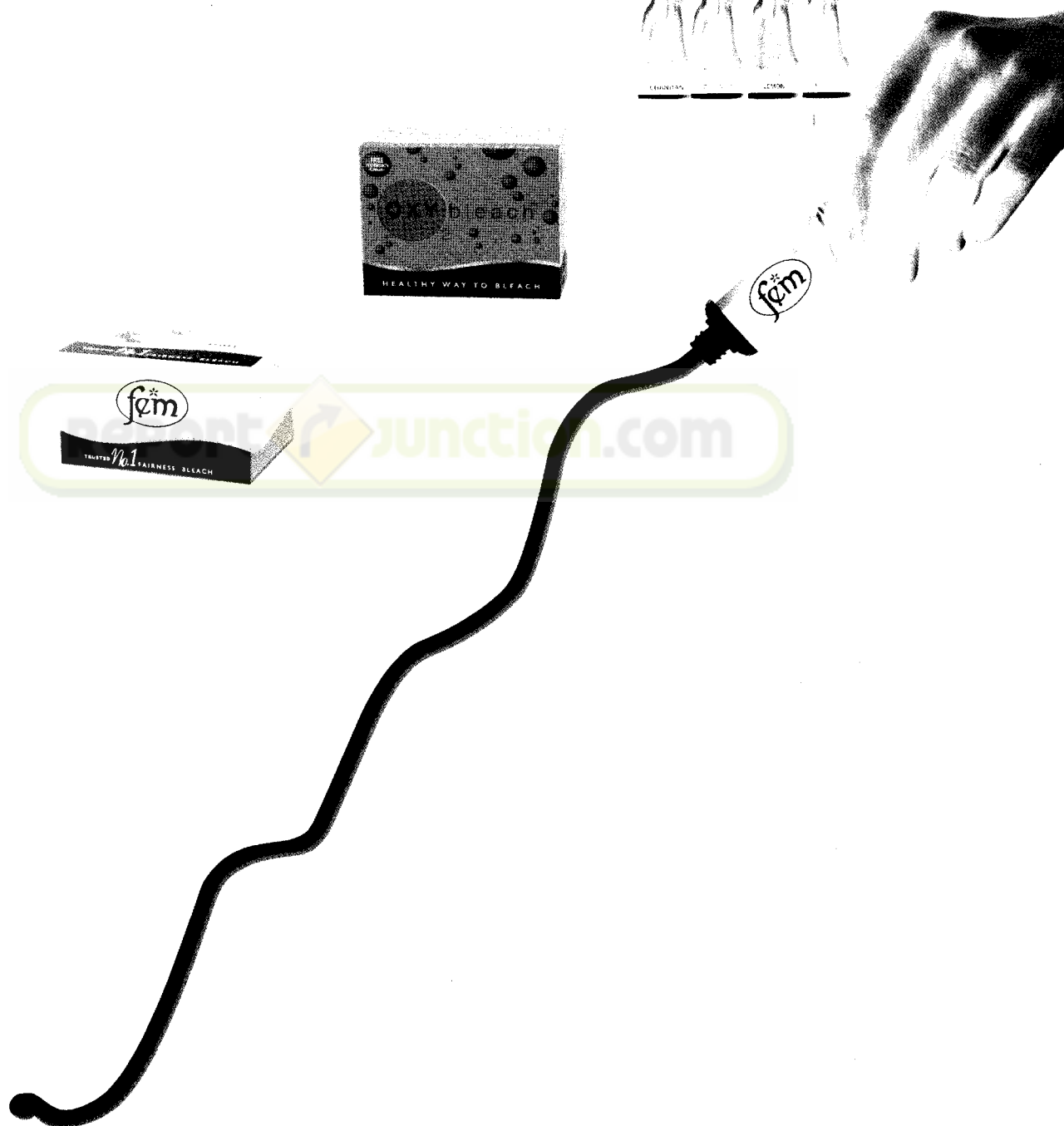
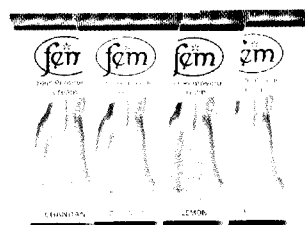


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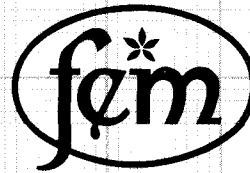
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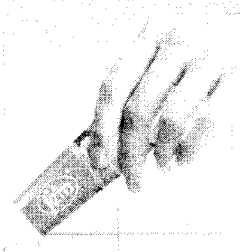
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FEM CARE PHARMA LIMITED



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

Mr. S. H. Bhat, *Company Secretary*

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 - 2267 0030

CORPORATION BANK
 Ground Floor
 Sahyadri Building
 Gole Colony, Nashik-422 002
 Tel. : 0253 - 257 9963

Auditors

M/s. Walker, Chandiok & Co.
 313, Ahura Centre
 82, Mahakali Caves Road
 Andheri (E), Mumbai-400 093.
 Tel. : 022-5695 4861 / 5695 1989

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Notice

Notice is hereby given that the Nineteenth 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 Friday, 30th September, 2005, 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, 2005, 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. M. N. Chaini, who retires under Article 137 of the Articles of Association and being eligible, offers himself for reelection.
3. To elect a Director in place of Mr. D. B. Khade, who retires under Article 137 of the Articles of Association and being eligible, offers himself for reelection.
4. To declare final dividend.
5. To consider and if thought fit, to pass the following resolution, with or without modification, as a *Ordinary Resolution*:

RESOLVED THAT M/s. KPMG & Co., Chartered Accountants, be and are hereby appointed Auditors of the Company from the conclusion of the said Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at a remuneration as may be fixed by members or board of directors, if so desired by members.

SPECIAL BUSINESS :

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

RESOLVED THAT, Mr. Dattatraya B. Khade be paid a remuneration of Rs.1,10,000/- per annum or such revised remuneration as may be decided by Remuneration Committee and/or Board of Directors of the Company from time to time and be reimbursed expenses incurred for the purpose of business of the Company.

RESOLVED FURTHER THAT remuneration paid from 1.10.2004 (on prorata basis) is also sanctioned and ratified.

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 reappointment of Mr. Sunil H. Pophale, Managing Director of the Company for a period of 3 years w.e.f. 1.12.2005, on following remuneration & perquisites, be and is hereby approved.

- a. Salary – upto Rs.24,00,000/- 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.12,00,000/- per annum whichever is less.
- c. Perquisites – 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.12,00,000/- per annum, whichever is less.



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FEM CARE PHARMA LIMITED

or remuneration, as may be approved by Remuneration Committee constituted by Board of Directors of the Company.

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 reappointment of Mrs. Sunita A. Ramnathkar, Jt. Managing Director of the Company for a period of 3 years w.e.f. 1.12.2005, on following remuneration and perquisites be and is hereby approved.

- a. Salary – upto Rs.24,00,000/- 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. 12,00,000/-, per annum whichever is less.
- c. Perquisites – 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.12,00,000/- per annum, whichever is less.

or remuneration, as may be approved by Remuneration Committee constituted by Board of Directors of the Company.

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

RESOLVED THAT incorporation of a subsidiary company by name Jacqueline Inc. in USA is hereby approved and ratified.

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

RESOLVED THAT consent of the company be accorded to contribution of equity share capital of US \$ 65000 and loan of US \$ 65000 to Jacqueline Inc. and approved u/s 372 A of Companies Act.

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

RESOLVED THAT pursuant to the provisions of section 81 (1A) (a) and other applicable provisions of the Companies Act, 1956, and Memorandum of Association and Articles of Association of Company, the Board of Directors of the Company, be and is hereby authorized to issue the unissued share capital of the Company, either as equity or preference shares, cumulative, redeemable, convertible or otherwise, at par or at a premium, as fully paid up shares, either to existing shareholders or to the public or to both, or by private placement, or to acquire equity shareholding of subsidiary company, viz Mirasu Marketing Ltd., from its promoters / directors, as the Board may deem fit, at appropriate time, in future, subject to such consents from regulatory authorities under the Companies Act, 1956 and any other law, as may be necessary, and that such equity shares shall rank pari passu with the existing equity shares of the company.

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

RESOLVED THAT pursuant to the guidelines issued by SEBI under SEBI (Delisting of Securities) Guidelines, 2003 dated 17th February, 2003, and other applicable approvals, and procedures which may become applicable

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hereafter governing the matter, the company be and is hereby authorized to voluntarily apply for delisting of its equity shares from Ahmedabad Stock Exchange and Delhi Stock Exchange, at such time as the Board of Directors may, in their absolute discretion, consider appropriate and proper, without giving an exit option to the shareholders of the regions where aforesaid Stock Exchanges are situated and the Board of Directors of the company be and are hereby authorized to do all necessary acts in pursuance with the above matter.

13. 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, consent of the company be and is hereby accorded to the Board of Directors of the company and the Board be and is hereby authorized to invest an amount not exceeding Rs.20.00 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.

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 : 28th July, 2005

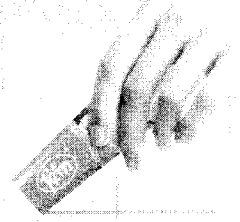
NOTES :

- (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 27th September, 2005 to 29th September, 2005 (both days inclusive).
- (c) Members are requested to **inform the changes if any**, in their registered address and bank account details 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. 5 to 13 are annexed hereto.



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

Item No. 5

Company has received special notice u/s 190 (1) and 225 (1) of Companies Act, 1956 from a shareholder proposing to appoint M/s. KPMG & Co. Chartered Accountants, as auditors, in place of retiring auditors. The proposed resolution is brought to notice of members as required u/s 190 (2) of Companies Act, 1956, and forms part of agenda (item No.5).

Item No. 6

It is proposed by the Board of Directors to pay a remuneration of Rs.1,10,000/- per annum to Mr. Dattatraya B. Khade for his specific contribution in the area of legal matters, counseling, guidance on legal compliances and corporate management. In addition, he will be reimbursed expenses incurred for the business of the Company and incidental expenses such as traveling, conveyance, etc and be paid sitting fees for attending the Board Meetings and Audit Committee Meetings. Board of Directors recommends the resolution for your approval as *special resolution*, and approve payment of remuneration from 1.10.2004.

None of the Directors except Mr. Dattatraya B. Khade himself, is interested in this resolution.

Item No. 7 & 8

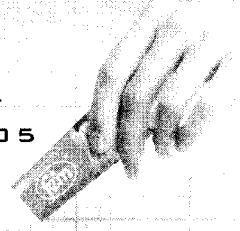
Mr. Sunil H. Pophale and Mrs. Sunita A. Ramnathkar were appointed as Managing Director and Jt. Managing Director of the Company respectively for a period of 5 years from 1st December, 1992, by the Board of Directors of the Company in their meeting held on 6th November, 1992, which was subsequently approved in the Extra-Ordinary General Meeting held on 24th November, 1992, and reappointed from time to time upto 30th November, 2007. The said appointment will have to be renewed. The Board of Directors of the Company in their meeting held on 28th July, 2005, 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 3 years from 1st December, 2005 to 30th November, 2008, subject to the approval of members of the Company, by a *special resolution*.

Important terms and conditions of their appointment are:

- i) 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.
- ii) The Managing Director / Jt. Managing Director shall use his/her best endeavours to promote the progress and welfare of the Company and shall devote such time and attention as exigencies of the business of the Company may require.
- iii) The Managing Director / Jt. Managing Director shall not take up any other employment or be associated directly or indirectly, with any other business, occupation or professional activity, in any company wherein Fem does not have a shareholding or interest without the prior written approval of the Board of Directors, in that behalf.
- iv) The Managing Director / Jt. Managing Director shall not divulge any business or trade secrets of the Company.
- v) The aforesaid appointment shall be terminable by either party giving three months' notice in writing to the other or by the Company paying to the Managing Director / Jt. Managing Director three months' salary in lieu of notice.

Board of Directors recommends a remuneration of Rs.2,00,000/- each per month to both Mr. Sunil H. Pophale

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and Mrs. Sunita A. Ramnathkar. Besides salary, both will be entitled to:

- House Rent Allowance @ 20% of salary / or unfurnished accommodation provided by Company,
- 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.25,000/- 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. Dattatraya B. Khade

Mr. Vijay D. Ajgaonkar

Mr. Samaresh Chakrabarti

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

With changes in corporate governance norms and bearing in mind size, scale and complexity of operations on setting up new unit at Manakpur and EOU at Nashik, and the level of involvement of executive directors in the supervision, monitoring and control of the company as per directives of the board, the role of executive directors has undergone significant qualitative changes. Board is of the view that there is a need to revise their remuneration, so that it is commensurate with their enhanced role and involvement in the corporate governance and management of affairs of the company.

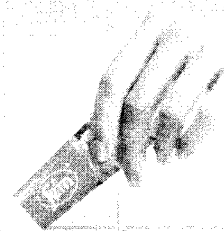
The resolution will enable board to revise and fix remuneration of executive directors from time to time during the next 3 years, within the overall ceiling of 5% of net profit to each executive director.

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



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FEM CARE PHARMA LIMITED



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.

Item No. 9

Company has incorporated a subsidiary company, Jacqueline Inc. in USA, to acquire technical knowhow of Jacqueline brand products in personal care segment. Shareholders consent by *special resolution* is required.

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.

Item No. 10

Company has advanced US \$ 65000 and contributed US \$ 65000 towards equity in Jacqueline Inc. for acquiring technical knowhow. This requires sanction by *special resolution* u/s 372 A of Companies Act.

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.

Item No. 11

Members of the company had authorized Board of Directors u/s 81(A) to issue unissued share capital at their sole discretion. The Board of Directors feel it appropriate to issue Equity shares to shareholders of Mirasu Marketing Ltd., to acquire balance of 40% of equity holding of that company at a valuation to be done by auditors of that company. Therefore, the enabling resolution is placed for consideration and approval by the members, as a *special resolution*.

All the directors are interested, as shareholders of the Company, to the extent of their individual shareholdings. Mr. Sunil H. Pophale and Mrs. Sunita A. Ramnathkar, being holders of 40% shareholding in Mirasu Marketing Ltd., are interested in this resolution individually as well as relative of each other. These shares, when issued will rank pari passu with existing shares and thus, affect interest of all present and future shareholders.

Item No. 12

Company's shares are presently listed on Ahmedabad Stock Exchange (ASE), Delhi Stock Exchange (DSE) and Bombay Stock Exchange (BSE). SEBI has permitted to delist the shares, where shares are listed for a period more than 3 years provided company is authorized by shareholders for making such an application for delisting through a *special resolution*.

Bombay Stock Exchange, where company's shares will continue to be listed, has got nationwide trading terminals and delisting from ASE and DSE will, therefore, not affect the trading of shares by the members located in any part of the country.

None of the directors of the company is interested or concerned in the resolution.

Board of Directors recommend passing of the *special resolution*.

Item No. 13

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 29.9.2004 u/s 372 A of Companies Act, 1956 to exceed 60% of paid up capital and free reserves, subject to a maximum of Rs.5.00 crores. Identical *special resolution* under section 372A is being proposed for approval for compliance of provisions of Companies Act, 1956, as company is likely to exceed this limit and hence, higher limit of Rs.20.00 crores is proposed.

None of the directors of the company is interested in the resolution.