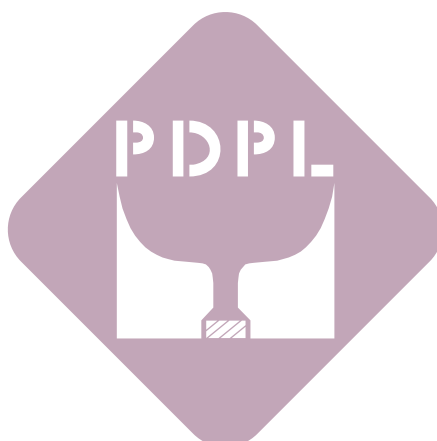


*31<sup>st</sup> Annual Report  
2014-2015*

Care,  
Concern  
and Cure...



**PARENTERAL DRUGS (INDIA) LIMITED**



THE  
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BOOK

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# Company Information

## Board of Directors

### Executive Directors

**Mr. Manohar Lal Gupta**  
Chairman

**Mr. Vinod Kumar Gupta**  
Managing Director

**Mr. Govind Das Garg**  
Whole-Time Director

**Mr. Anil Mittal**  
Whole-Time Director & Chief Executive

### Registered Office

340, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (West),  
Mumbai-400 053 (Maharashtra)  
e-mail: pdpl@pdindia.com  
website: www.pdindia.com

### Corporate Office & Investors Grievances Centre

Shree Ganesh Chambers,  
Navlakha Crossing, A. B. Road,  
Indore-452 001 (Madhya Pradesh)  
e-mail: investor@pdindia.com

### Non-Executive Directors

**Mr. Satish Chandra Consul (Till 13<sup>th</sup> July, 2015)**  
Independent Director

**Mr. Dharam Pal Khanna**  
Independent Director

**Mr. Dilip Kumar Panchaity**  
Independent Director

**Mr. Dilip Kumar Sinha**  
Independent Director

**Ms. Deepali Garhewal**  
Independent Director

### Auditors

M/s. T.N. Unni & Co.  
Chartered Accountants,  
402, Alankar Point, Geeta Bhawan Square,  
Indore-452 001 (Madhya Pradesh)

### Bankers

State Bank of India  
Punjab National Bank

### Company Secretary & Compliance Officer

**Ms. Aradhana Kulkarni**

### Manufacturing Locations

**Madhya Pradesh**  
Village Asrawad,  
Post Dudhia, Nemawar Road,  
Indore-452 016

**Himachal Pradesh**  
Village Bhud,  
Tehsil Nalagarh,  
Dist. Solan-173 205

### Registrar and Share Transfer Agent

Link Intime India Private Limited  
C-13, Kantilal Maganlal Estate,  
Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West), Mumbai -400 078  
Tel. No.: 022 - 25963838  
Fax No.: 022 - 25946969  
e-mail : rnt.helpdesk@linkintime.co.in

## N O T I C E

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of Parenteral Drugs (India) Limited will be held on Monday, the 31<sup>st</sup> day of August, 2015, at 9.30 a.m. at The Classique Club, Behind Infinity Mall, Link Road, Oshiwara, Andheri (West), Mumbai-400 053 to transact the following business:-

### ORDINARY BUSINESS

1. a. To consider, approve and adopt the Financial Statements and reports of the Board of Directors and Auditors thereon of the company as on 31<sup>st</sup> March, 2015.  
b. To consider, approve and adopt the Consolidated Financial Statements and Auditors Report thereon of the company as on 31<sup>st</sup> March, 2015.
2. To re-appoint Shri Vinod Kumar Gupta, Managing Director of the company, who is liable to retire by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the Statutory Auditors of the Company to hold the office from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting of the company and to fix their remuneration.

### SPECIAL BUSINESS

#### ITEM NO. 4

#### RATIFICATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as recommended by the Audit Committee, M/s. A. Goyal & Co., Cost Accountant, Jaipur (Firm Registration No. 101308), was appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016 and the members of the company hereby ratify the payment of remuneration to the Cost Auditors of Rs. 70,000/- per annum (Rupees Seventy Thousand Only) plus service tax, as applicable and out of pocket expenses;

**RESOLVED FURTHER THAT** Shri Vinod Kumar Gupta, Managing Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

#### ITEM NO. 5

#### RE-APPOINTMENT OF SHRI ANIL MITTAL AS WHOLE-TIME DIRECTOR OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provision of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013, as amended from time to time and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of members of the Company be and is hereby accorded to re-appoint Shri Anil Mittal (DIN: 00039133) as Whole-Time Director of the Company for a period of three (3) years w.e.f. 30<sup>th</sup> January, 2016 on a consolidated monthly remuneration of Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand Only) or such remuneration in accordance with the provisions of the Companies Act, 2013 as determined by the company from time to time and contribution to Provident and Gratuity Fund as may be applicable and will be liable to retire by rotation under the provisions of section 152 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** Shri Vinod Kumar Gupta, Managing Director of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies, Maharashtra, as may be required under the provisions of the Companies Act, 2013 in this regard."

#### ITEM NO. 6

#### AUTHORITY TO CREATE CHARGE OVER THE ASSETS OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and 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 applicable rules made thereunder, approval of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as 'the Board') to create mortgages and charges in addition to the existing mortgages and charges already created or to be created by the company, as the Board may decide, on the assets of the company, whether movable or immovable, both present and future, in favour of lender banks to secure various financial facilities extended by them to the company to the tune of Rs.547.55 Crores (Rupees Five Hundred Fourty Seven Crores and Fifty Five Lacs Only);

**RESOLVED FURTHER THAT** all monies already borrowed within the aforesaid limit and charges already created and satisfied and other steps taken in respect of the financial facilities availed by the company during the financial year from the above Bankers and also from any other bank or financial institution and the documents executed by the Board of the Company in respect of the said financial facilities be and are hereby ratified and confirmed;

**RESOLVED FURTHER THAT** Shri Vinod Kumar Gupta, Managing Director of the Company be and is hereby authorized to do all such acts, deeds and to take all necessary actions in this regard including filing of forms, if any, with the Registrar of Companies, Maharashtra."

#### ITEM NO. 7

##### **AUTHORITY TO ENTER INTO CONTRACT/ARRANGEMENT WITH RELATED PARTIES**

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

**"RESOLVED THAT** pursuant to section 188 and applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Meetings of Board and its Powers) Rules, 2014 and any amendment thereto, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract/arrangement with M/s Anitas Exports Private Limited, a related party for executing the Work Contract on Turnkey basis for relocation of plant of the company for an amount not exceeding Rs.1,00,00,00,000/- (Rupees One Hundred Crores Only);

**RESOLVED FURTHER THAT** the Board of the company be and is hereby authorized to do or cause to be done all such acts, matters, deeds or things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

#### ITEM NO.8

##### **RECLASSIFICATION OF AUTHORISED PREFERENCE SHARE CAPITAL OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of section 61 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, approval of the members of the company be and is hereby accorded to reclassify the unissued Share Capital of the company and accordingly amend Clause V of the Memorandum of Association of the company as under :

- V. The Share Capital of the Company shall be Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 3,65,00,000 (Three Crores Sixty Five Lacs) Equity Shares of Rs.10/- each, 35,00,000 (Thirty Five Lacs) 0% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of Rs.10/- each, 29,62,102 (Twenty Nine Lacs Sixty Two Thousand One Hundred and Two) 0% Non-Convertible Redeemable Preference Shares of Rs.10/- each and 70,37,898 (Seventy Lacs Thirty Seven Thousand Eight Hundred And Ninety Eight) Redeemable Preference Shares of Rs.10/- each with power to the Board of Directors of the Company to issue such number of un-issued Redeemable Preference Shares on such terms and conditions as to dividend, premium, convertibility or otherwise as the Board may think appropriate from time to time aggregating to Rs.50,00,00,000/- (Rupees Fifty Crores Only) with the power of the Company to increase or reduce the said capital and to issue any part of its capital, original or increased with or without any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to powers hereinafter contained. The rights of the holders of any class of shares for the time being forming part of the capital of the Company may be modified, altered, varied, extended or surrendered, either with the consent in writing of the holders of three fourth of the issued shares of the class or with the sanction of the special resolution of the members of the class as provided by the Articles of Association as originally registered or as altered by resolution.

**RESOLVED FURTHER THAT** the Board of the company be and is hereby authorized to do or cause to be done all such acts, matters, deeds or things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

#### ITEM NO. 9

##### **ISSUE OF 0% NON-CUMULATIVE, NON-CONVERTIBLE, REDEEMABLE PREFERENCE SHARES**

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

**"RESOLVED THAT** in terms of provisions of section 42,55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as may be amended from time to time and Article 7 of the Articles of Association of the Company and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board") or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board, the consent of the members of the Company be and is hereby accorded to the Board, to offer or invite to subscribe, issue and allot 25,00,000, 0% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of the Company at a rate of Rs. 120/- (Rupees One Hundred and Twenty Only) each including a premium of Rs. 110/- (Rupees One Hundred and Ten Only) each for consideration other than cash, on a private placement basis, which are liable to be redeemed within a period not exceeding twenty years from the date of the issue, to M/s. Anitas Exports Private Limited, a promoter group company on such terms and conditions as set out in the Contract entered between the Company and Anitas Exports Private Limited;



**RESOLVED FURTHER THAT** the said preference shares shall be issued on the following terms and conditions:

S. No.	Particulars	Terms and Conditions
a.	The priority with respect to payment of dividend or re-payment of capital vis-à-vis equity shares	As the said preference shares are issued at 0% so no dividend is payable. The said preference shares will have priority with respect to re- payment of capital vis-à-vis equity shares.
b.	The participation in surplus funds	The said preference shares will be participating in the surplus funds.
c.	The participation in surplus assets and profits, on winding up which may remain after the entire capital is being repaid	The said preference shares will be participating in the surplus assets and profits, on winding up which may remain after the entire capital is being repaid.
d.	The payment of dividend on cumulative or non-cumulative basis	As the said preference shares are issued at 0% so no dividend is payable and the same are non-cumulative.
e.	The conversion of preference shares into equity shares	The said preference shares are Non-Convertible.
f.	The voting rights	The said preference shares will carry voting rights pursuant to the provisions of section 47 and 48 of the Companies Act, 2013, as amended from time to time.
g.	The redemption of preference shares	The said preference shares will be redeemable within a period of twenty years from the date of issue.

**RESOLVED FURTHER THAT** Shri Vinod Kumar Gupta, Managing Director of the company, be and is hereby authorized to file necessary forms with the Registrar of Companies, Maharashtra in the prescribed form and to do all such acts, deeds or things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental to give effect to the aforesaid resolution."

#### ITEM NO.10

#### **AUTHORITY TO ALTER THE INCIDENTAL AND ANCILLARY OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** in terms of provisions of section 13 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and subject to confirmation of Registrar of Companies, Maharashtra, approval of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by adding the following new clause after the existing clause 41:

42. *To takeover, merge, demerge, hive-off, amalgamate or to enter into any scheme of arrangement envisaged under the provisions of Companies Act, 1956 and/or the Act of 2013 as may be applicable from time to time and the Rules made thereunder, or any amendment, modification or re-enactment thereof for the time being in force or to enter into any partnership or any arrangement of sharing profits, union of interest, co-operation, joint venture, license or reciprocal concessions or for limiting completion with any person(s) or companies carrying on or engaged in, or being authorised to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or indirectly to benefit the company.*

**RESOLVED FURTHER THAT** Shri Vinod Kumar Gupta, Managing Director of the Company be and is hereby authorized do all such acts or things to give effect to the aforesaid resolution including filing of necessary forms as may be required with the Registrar of Companies, Maharashtra."

#### ITEM NO. 11

#### **REDUCTION IN THE CAPITAL OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a conditional **Special Resolution**:

**"RESOLVED THAT** pursuant to Article 21 of the Articles of Association of the Company, Section 100 to 105 and such other applicable provisions of the Companies Act, 1956 and section 66 of the Companies Act, 2013, if any, as may be applicable to the company from time to time and the Rules framed thereunder and subject to approval of the appropriate authorities as may be required and sanction by the Hon'ble High Court of Judicature at Bombay to the Scheme of Arrangement and Demerger proposed to be moved before the Hon'ble High Court of Bombay u/s 391-394 read with section 100-105 of the Companies Act, 1956 for demerger of undertakings of the company resulting into reduction of issued, subscribed and paid up share capital of the company on such terms, conditions or modifications, if any, as may be prescribed by the Hon'ble High Court or any other authority while granting the approval(s), consent(s) or permission(s) to the said scheme and as may be agreed by the Board of Directors of the Company, the Company's issued, subscribed and paid-up equity share capital of Rs. 29,81,63,000 consisting of 2,98,16,300 equity shares of Rs. 10/- each fully paid up be reduced to Rs.11,92,65,200 (Rupees Eleven Crores Ninety Two Lacs Sixty Five Thousand and Two Hundred Only) consisting of 1,19,26,520 issued, subscribed and paid-up equity shares of Rs. 10/- each fully paid-up on and from the date on which the Scheme will come into effect and the fractions, if any, shall be rounded-off to the nearest share;

**RESOLVED FURTHER THAT** upon reduction being confirmed by the Hon'ble High Court of Judicature at Bombay, the shareholders holding paid-up equity shares of the Company as on the date as determined by the Board of Directors of the Company, 1,78,89,780 issued, subscribed and paid-up equity shares of the company be cancelled and extinguished by a sum of Rs.10/- each;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters or things as they may at their absolute discretion deem necessary or desirable for effective implementation of the resolution and to settle any question(s), difficulties or doubts as may arise in this regard."

#### ITEM NO. 12

##### **AUTHORITY TO CHANGE THE NAME OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a conditional **Special Resolution**:

**"RESOLVED THAT** in terms of provisions of section 13 read with Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013, subject to approval of the appropriate authorities as may be required and sanction by the Hon'ble High Court of Judicature at Bombay to the Scheme of Arrangement and Demerger proposed to be moved before the Hon'ble High Court of Bombay u/s 391-394 read with section 100-105 of the Companies Act, 1956 for demerger of undertakings of the company resulting into change in the name of the company due to change in the main object of the company on such terms, conditions or modifications, if any, as may be prescribed by the Hon'ble High Court or any authorities while granting the approval(s), consent(s) or permission(s) to the said scheme and approval of the Central Government (Now Registrar of Companies), approval of the members of the Company be and is hereby granted to change the name of the Company from **"Parenteral Drugs (India) Limited"** to **"Parenteral Estates (India) Limited"** or any other suitable name as may be made available by the Office of Registrar of Companies, Maharashtra;

**RESOLVED FURTHER THAT** necessary changes be made in Memorandum and Articles of Association, Common Seal, letter pads, bills, receipts, vouchers and other documents of the Company pursuant to this resolution;

**RESOLVED FURTHER THAT** Shri Vinod Kumar Gupta, Managing Director of the Company be and is hereby authorized on behalf of the Company to do all such acts or things to give effect to the aforesaid resolution including filling of necessary forms as may be required in this regard."

#### ITEM NO. 13

##### **APPOINTMENT OF MS. DEEPALI GARHEWAL AS AN INDEPENDENT PROFESSIONAL DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** Ms. Deepali Garhewal (DIN: 05302559), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> March, 2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 117 of the Articles of Association of the Company and in respect of whom, the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, not liable to retire by rotation;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Deepali Garhewal (DIN: 05302559), be and is hereby appointed as an Independent Professional Director of the Company and who is eligible for appointment for a period of two (2) years w.e.f. 30<sup>th</sup> March, 2015 till 29<sup>th</sup> March, 2017;

**RESOLVED FURTHER THAT** Shri Vinod Kumar Gupta, Managing Director of the company be and is hereby authorised to file necessary form with the Registrar of Companies, Maharashtra and to do all such, acts, deeds or things to give effect to the aforesaid resolution."

**Place: Indore**

**Date: 18<sup>th</sup> July, 2015**

**BY ORDER OF THE BOARD**

**Vinod Kumar Gupta**  
Managing Director  
(DIN: 00039145)



## NOTES

1. Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.  
  
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. Proxy Form submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Members holding shares in physical form are requested to forward all applications for transfer and all other shares-related correspondence (including intimation for change of address) to the Share Transfer Agent of the Company at the following address:  
*Link Intime India Private Limited, C-13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078.*
4. The members are requested to:
  - a. Intimate to the Registrar/ Company, changes, if any, in their registered address at an early date along with the PIN code.
  - b. Quote registered folio/client ID and DP ID in all their correspondence.
5. Members holding shares in dematerialized form (electronic form) are requested to intimate any change in their address, bank mandate etc., directly to their respective depository participants.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 25<sup>th</sup> August, 2015 to 31<sup>st</sup> August, 2015 (both days inclusive).
7. Electronic copy of the Annual Report is being sent to all the members whose e-mail IDs are registered with the company / Depository Participants. However, the physical copies of the same is being sent by the permitted mode to members of the company as on the cut-off date i.e. 24<sup>th</sup> July, 2015.
8. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participant for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar and Share Transfer Agent, giving reference of their folio number.
9. A member who has not claimed his/her/its dividend for the years 2007-2008 to 2009-2010 are requested to write to the Registrar and Share Transfer Agent to claim his/her/its dividend. Pursuant to provisions of section 205A(5) of the Companies Act, 1956, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund established by the Central Government. Further, the Company shall not be in a position to entertain the claims of shareholders for the unclaimed part of the dividend paid for the financial year 2007-2008, after the last date i.e. 29<sup>th</sup> September, 2015.
10. In accordance with the provisions of section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of Equity Shares held by them, in physical form. Members desirous of making nomination may avail the facility of nomination by nominating in the prescribed "Nomination Form"; a person to whom his/her shares in the Company shall vest in the event of his/her death.
11. The Notice of Postal Ballot along with the Postal Ballot Form is being sent to all the members in physical copies whose e-mail addresses are not registered by the permitted mode along with a self-addressed postage pre-paid envelope. The company is also providing the facility for voting on postal ballot through electronic means. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
12. The Company has appointed Shri Sachin Adyanthaya, Practicing Chartered Accountant, as the Scrutinizer who will scrutinize the remote e- voting and poll process in a fair and transparent manner.



13. The members can opt for only one mode of voting, i.e. either by e-voting or polling facility available at the venue of the meeting.

#### 14. Voting through electronic means:

Pursuant to the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of Listing Agreement, the Company is pleased to provide its members, the facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting by electronic means ("Remote e-voting"). The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The voting period begins on 27<sup>th</sup> August, 2015 at 9.00 a.m. and ends on 30<sup>th</sup> August, 2015 at 5.00 p.m. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 24<sup>th</sup> August, 2015, may opt for remote e-voting. Also, once the vote on a resolution is cast by the member, he/she/it shall not be allowed to change it subsequently or cast the vote again. The e-voting module shall be disabled by CDSL for voting thereafter. Also, a person who is not a member as on the cut-off date (record date i.e. 24<sup>th</sup> August, 2015) should treat this notice for information purpose only.

#### The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 27<sup>th</sup> August, 2015 at 9.00 a.m. and ends on 30<sup>th</sup> August, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 24<sup>th</sup> August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at CDSL helpline No. 1800 200 5533.
15. The facility for voting through electronic voting system shall not be made available at the Meeting.
  16. The Chairman shall, at the Meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting by poll, with the assistance of the scrutinizer, by use of polling paper for all those members who are present at the meeting but have not cast their vote by availing the remote e-voting facility.
  17. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  18. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three working days from the conclusion of the meeting, a consolidated scrutineers' report of the total votes cast through remote e-voting and polling facility in favour or against, if any, to the Chairman.  
The results along with the Scrutinizer's Report shall be placed on the Company's website [www.cdindia.com](http://www.cdindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

## STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 4

The Board, on the recommendation of the Audit Committee, appointed M/s. A. Goyal & Co., Cost Accountants, as Cost Auditors for conducting cost audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2016, at a remuneration of Rs. 70,000/- per annum (Rupees Seventy Thousand Only) plus service tax, as applicable and out of pocket expenses.

In accordance with section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors are required to be ratified by the shareholders of the Company.

Hence, the resolutions as set out in Item No.4 of the accompanying Notice is sought, for your approval as an Ordinary Resolution.

The Directors recommend passing of the resolution as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

### ITEM NO. 5

Mr. Anil Mittal has served the Company for almost 25 years and has vast working experience in pharmaceutical industry. His last appointment as Whole-Time Director of the Company was passed by the members in Annual General Meeting of the Company held on 30<sup>th</sup> September, 2010 for a period of five (5) years w.e.f. 30<sup>th</sup> January, 2011. His tenure as Whole-Time Director is expiring on 29<sup>th</sup> January, 2016.

Mr. Anil Mittal is aged around 48 years and has rich experience in the field of finance, accounts, administration, legal and overall management of the affairs of the Company. His visionary leadership helped steer the Company to greater heights. He has made pioneering contributions to the success of the Company and also in leading the Company to higher niches.

The Nomination and Remuneration Committee and the Board of Directors of the company recommended his appointment at their meeting held on 17<sup>th</sup> July, 2015 and 18<sup>th</sup> July, 2015 respectively and will be liable to retire by rotation.

Further, the company complies with the conditions as set out in Section II of Part II of Schedule V of the Companies Act, 2013. Details of the Whole-Time Director as required under clause (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 are as under: