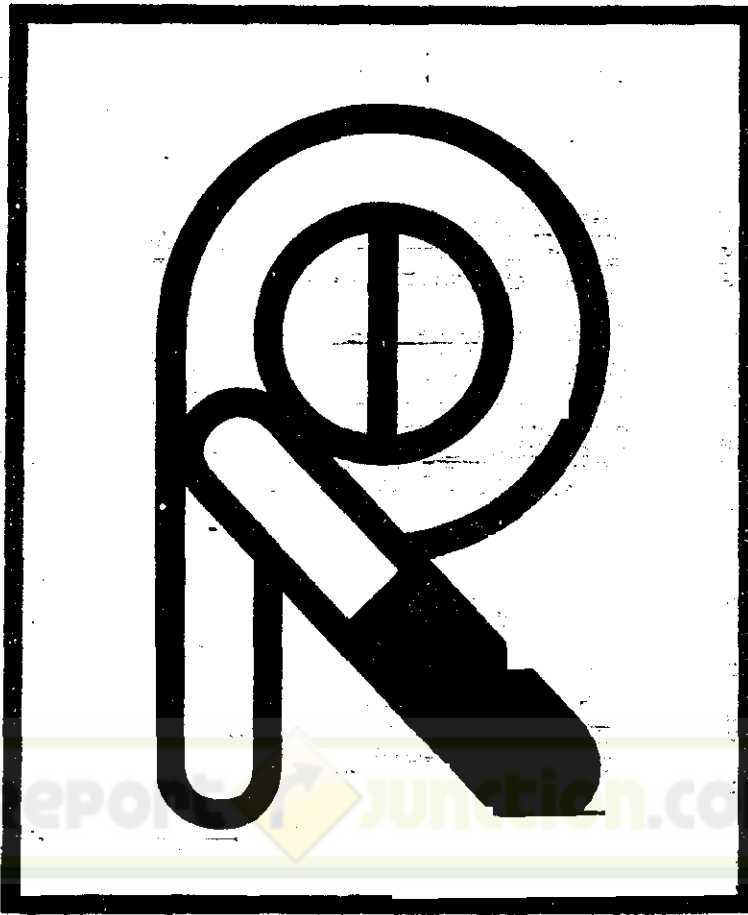


SEVENTH ANNUAL REPORT

1999 - 2000



**RELISH
PHARMACEUTICALS
LIMITED**

Rely on Relish

RELISH PHARMACEUTICALS LIMITED

Annual Report 1999-2000

Seventh Annual General Meeting Programme

Date : 19th September, 2000
 Day : Tuesday
 Time : 10 A.M.
 Place : 4th Floor, Moonlight Complex,
 Opp. Gurukul, Drive-in Road,
 Ahmedabad 380 052.

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of the Listing Agreement and Auditors
Report to Cash Flow Statement.
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❖ **Board of Directors**

- | | |
|---------------------------|--------------------|
| 1. Shri Rajeshkumar Patel | Chairman |
| 2. Shri Mihir M. Patel | Managing Director |
| 3. Smt. Riddhi M. Patel | Technical Director |
| 4. Shri Kanubhai G. Patel | Director |

❖ **Company Secretary**

Shri Girish Thakkar

❖ **Auditors**

M. Bhansali & Associates,
 Chartered Accountants,
 A/610 Fairdeal House,
 Nr. Swastic Char Rasta, Navrangpura,
 Ahmedabad 380 009.

❖ **Bankers**

Union Bank of India
 Syndicate Bank

❖ **Registered Office and
Share Department**

1-2, 4th Floor, Moonlight Complex, Opp.
 Gurukul, Drive in Road,
 Ahmedabad 380 052.
 Phone No. (079) 7420247

❖ **Corporate Office**

4th Floor, New York Tower - "A",
 Sarkhej - Gandhinagar Highway,
 Thaltej Char Rasta,
 Ahmedabad 380 054.
 Phone No. (079) 6858948, 6843512

❖ **Works**

Plot No. 795, Rakanpur, Sola Santej Road.
 Taluka: Kalol (N G) Dist. Mehsana 382 721
 Phone No. (027648) 6317

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NOTICE

NOTICE is hereby given to the Members of the **RELISH PHARMACEUTICALS LIMITED** that the Seventh Annual General Meeting of the Members of the Company will be held on Tuesday, the 19th September, 2000 at 10.00 a.m. at Registered office of the Company 1-2, 4th Floor, Moonlight Complex, Opp Gurukul, Drive-in Road, Ahmedabad 380 052 to transact the following Business:

ORDINARY BUSINESS:

- 1) To Receive and adopt the Audited Balance Sheet as at 31.03.2000, Profit and Loss Account of the company for the year ended on that date and the Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Riddhi M Patel, who retire by rotation and being eligible, offers herself for reappointment.
- 3) To Appoint the Auditors for the next Financial year to hold the office as such from the conclusion of this annual general meeting to the next annual general meeting and to fix their remuneration.

SPECIAL BUSINESS :**4) Increase in Authorised Share Capital :**

RESOLVED THAT pursuant to the provisions of section-16, 31, 94 and all other applicable provisions if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs.12,00,000/- (Rupees twelve Crores only) divided into 1,20,00,000 Equity shares of Rs. 10/- each to Rs. 19,00,00,000 (Rupees Nineteen Crores only) divided into 1,90,00,000 Equity shares of Rs. 10/- each, by creation of 70,00,000 New equity shares of Rs. 10/- each ranking pari-passu in all respects with the existing equity shares, subject to the conditions that such new equity shares shall be entitled to pro-rata dividend if any, declared by the Company for the financial year in which such new equity shares are issued from the date of their issue.

RESOLVED ALSO THAT existing clause V of the Memorandum of Association of the Company be deleted and the same be substituted by the following new Clause V

CLAUSE V :- The Authorised Share Capital of the company is Rs. 19,00,00,000 (Rupees Nineteen Crores only) Divided into 1,90,00,000 (One Crore Ninety Lacs) Equity shares of Rs. 10/- each.

5) Extension of time to exercise the option attached to tradable warrants part - A.

RESOLVED THAT in continuation of and in partial modification of the Resolution passed by the members under section 81(1A) of the Companies Act, 1956 IN THEIR Extra ordinary General Meeting held on 01.01.2000 the consent of the members of the Company be and is hereby accorded to and the Board of Directors of the Company be and is hereby authorised and

empowered to extend/Defer the period for exercise of option given to the Warrant holders of Tradable Warrant

- A Issued and Allotted by the Company on 23.02.2000, from earlier exercisable option period from 01.08.2000 to 31.08.2000 to the new exercisable option from 01.11.2000 to 31.12.2000. Accordingly the Warrant Holders of Tradable Warrant - A may make an application to the Company for acquiring One Equity Share per One Tradable Warrant at the rate of Rs.10/- per share for cash at per by making payment of balance amount of Rs. 9/- per share.

RESOLVED FURTHER THAT all other terms, conditions of Tradable Warrant Part - A stands unaltered and that the certificated of Tradable warrants parts - A issued to the shareholders will remain Tradable upto 31.10.2000

AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS OF THE NOTICE CONVENING THE 7TH ANNUAL GENERAL MEETING.

Item No. 4 INCREASE IN AUTHORISED SHARE CAPITAL

To finance the modernisation cum expansion programme of the Company, the Company has issued Equity Shares, Tradeable warrants part - A and Part - B. The Tradeable Warrants issued are attached with a conversion option of acquiring One Equity share per One Tradeable Warrant Part - A and Part - B, respectively at the time of exercise of option.

On the exercise of option by the warrant Holders of Part - A, the paid up capital of the Company will increase and in order to enable the Board to issue Equity shares against Tradeable Warrants Part - A as per requirements of the provisions of the Companies Act 1956 the authorised share capital is proposed to be increased. Hence the resolution is proposed to be passed at the meeting.

None of the Directors of the Company may be deemed to be concerned or interested in the proposed resolution.

Item No. 5 EXTENSION OF TIME TO EXERCISE THE OPTION ATTACHED TO TRADABLE WARRANTS PART - A.

The Company has issued and allotted 70,00,000 Equity Shares attached therewith Tradeable Warrants Part - A and Part - B respectively with an option for conversion of Tradeable Warrants Part-A and Part-B respectively at a specified future date on Preferential Allotment Basis. The Company has already made an Application for the listing of the Equity Shares and Tradeable warrants Part-A and Part-B respectively to The Stock Exchange Ahmedabad and Mumbai. The Company has received the in principal listing permission and Trading permission from the Stock Exchange Ahmedabad, but the Company has yet not received the company Trading Permission from the Stock Exchange Mumbai. In this regard, the Company has received the Application from the Warrant

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Holders to whom the Tradable warrants were issued on Preferential conversion of Tradeable warrants Part-A for One Equity Shares to be issued against One Tradeable Warrant Part - A.

Hence in the interest of the Investors and the Company the Board of Directors of the Company Proposes to pass the resolution at the meeting.

Place : Ahmedabad

Date : 20th July,2000

By order of the Board of
Relish Pharmaceuticals Limited(Rajeshkumar Patel)
Chairman**NOTES:**

- A Member entitled to Attend and vote at the meeting is also entitled to appoint a Proxy to attend and vote instead of himself and on behalf of him and that a Proxy need not be a member of the company.
- Proxies in order to be effective should be duly completed stamped and signed and must be deposited at the Registered Office of the company not less than 48 hours before the meeting.
- The register of Members and Share Transfer Books of the Company shall remain closed from 5th September, 2000 to 19th September, 2000 both days inclusive as per the provisions of section 154 of the Companies Act, 1956.
- Members are requested to notify immediately any change in their addresses to the Share Department of the Company at its Registered Office.
- Members are requested to bring their copy of the Annual Report to the meeting as no extra copies will be distributed at the meeting place as measure of economy.
- Members desiring any information on accounts are requested to write to the Company atleast 10-days in advance of the date of Annual General Meeting so as to enable the Management to reply.
- Compliance with Clause 32 of Listing Agreement :
 - Company's Shares are listed on
Ahmedabad Stock Exchange Mumbai Stock Exchange
Kamdhenu Complex, Phiroze Jeejeebhoy Tower,
Ambawadi, Dalal Street,
Ahmedabad 380 015 Mumbai 400 001
 - The company has paid the Annual Listing fees to each of the above Stock Exchanges upto the financial year 2000-2001.
 - The Equity Shares issued are listed and traded freely on both the Stock Exchanges and none of the Stock Exchange has suspended the trading in securities at any time.

DIRECTORS' REPORTThe members, **RELISH PHARMACEUTICALS LIMITED**

Dear Members, -

Your Directors have pleasure in presenting the 7th Annual Report together with audited statement of accounts for the year ended March 31, 2000.

FINANCIAL RESULTS	1999-2000	1998-1999
	Rs.	Rs.
Profit before Depreciation and Interest	9983109.00	8571709.00
Deduct : Depreciation	3958450.00	3357439.00
Interest	3568134.00	3428336.00
Profit after Depreciation and Interest	2456525.00	1785934.00
Provision for Taxation	300000.00	200000.00
Net Profit transferred to Balance Sheet	2156525.00	1585934.00

DIVIDEND

Looking to the very small amount of profit earned during the year under review as also looking to the long term requirements of the funds for the purpose of development of the business of the company as well as augment the long term requirements of working capital, your directors have not recommended any amount of dividend to be paid.

OPERATIONS REVIEW

During the year under review, the Company achieved sales turnover of Rs. 1389.50 lacs as against Rs.1065.44 lacs during the previous year depicting an increase of over 30.42% and the company achieved profit after depreciation and interest of Rs. 24.56 lacs as against Rs. 17.86 lacs during the previous year.

EXPORTS

The company has exported goods worth Rs. 801.46 lacs during the financial ending on 31st March, 2000 as against Rs. 317.36 lacs during the previous year depicting an increase of over 152.54%.

PROSPECTS & NEW PROJECTS

Your Directors are pleased to inform that the commercial production of Injection Plant has been commenced and now the Company has also drawn up an ambitious modernisation cum expansion plan to add further wings by installing introducing Dry Powder Injectable Unit, Parenterals Unit, Ointment Unit, Developing R&D Facilities, upgrade and modernise the existing formulation plant at rakanpur. Association with Foreign Companies for manufacturing and marketing of their original research molecules in India under licence. The Cost of the proposed project is estimated at