

MD	✓			BKC	✓
CS	✓			DPY	✓
RO	✓			DIV	✓
TRA	✓			AC	✓
AGM	✓	✓		SHI	✓
YE	✓	✓	✓		✓

Good news.

**Torrent
Pharmaceuticals
is now just
Torrent
Pharmaceuticals.**

This year, Torrent Pharmaceuticals redefined itself by focussing on its core business, pharmaceuticals. The result: a 21% growth in domestic sales of formulations, against an industry average of 15%. Improving our industry ranking in domestic sales to No. 6 in May 1997. During the year, we disposed of our non-pharma businesses and investments. Then we acquired the pharma export business of Torrent Exports. That gives us direct access to markets in over 60 countries, where our products are sold under our own brand names. Add to this, the other pharma investments we acquired from, among others, Torrent Exports, and you have a company that is focussed on its area of core competency.



Torrent Pharmaceuticals Ltd.

THE GREAT INDIAN TOMORROW.





NOTICE

THE 19TH ANNUAL GENERAL MEETING OF TATA INFOTECH LIMITED will be held on Friday, 29th August, 1997 at 4.00 p.m., at the Bombay House Auditorium, at Bombay House, 24, Homi Mody Street, Mumbai 400 001, to transact the following business:

1. To receive and adopt the Directors' Report and audited Profit and Loss Account for the year ended 31st March, 1997 and the Balance Sheet as at that date.
2. To declare a dividend.
3. To appoint a Director in place of Mr. N. A. Palkhivala, who retires by rotation and is eligible for re-appointment.
4. To appoint a director in place of Mr. J. K. Setna, who was appointed by the Board of Directors, a Director of the Company, pursuant to Article 88 of the Articles of Association of the Company, to fill the casual vacancy on the Board caused by the resignation of Mr. T. K. Yam and who holds office upto the date of the forthcoming Annual General Meeting under Section 262 of the Companies Act, 1956, but who is eligible for appointment and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Act.
5. To appoint a director in place of Dr. N. Jain, Managing Director of the Company, who was appointed by the Board of Directors, an Additional Director of the Company, from 1st September, 1996, pursuant to Article 89 of the Articles of Association of the Company and who holds office upto the date of the forthcoming Annual General Meeting under Section 260 of the Companies Act, 1956, but who is eligible for appointment and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Act.
6. To appoint Auditors and to authorize the Board to fix their remuneration.
7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED that the authorized capital of the Company be increased from Rs. 7,00,00,000 (Rupees seven crore) divided into 70,00,000 (Seventy lakh) Equity Shares of Rs. 10 each to Rs. 12,50,00,000 (Rupees twelve crore fifty lakh) divided into 1,25,00,000 (One crore twenty five lakh) Equity Shares of Rs. 10 each by the creation of 55,00,000 (Fifty five lakh) Equity Shares of Rs. 10 each and that the Memorandum of Association of the Company be altered accordingly.”

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

“RESOLVED THAT:

- (i) Subject to such approvals, if any, as may be necessary and subject to the conditions and modifications, if any, as may be prescribed and agreed to by the Board of Directors of the Company, a sum of Rs. 6,12,69,600 (Rupees six crore twelve lakh sixty nine thousand six hundred) from the amount standing to the credit of the General Reserve Account as at 31st March, 1997, be and is hereby capitalized and transferred to Share Capital and be applied for allotment of 61,26,960 new Equity Shares of Rs. 10 each as fully paid Bonus Shares, to the persons who, on a date to be hereafter fixed by the Board of Directors and/or any sub-committee thereof, shall be the holders of the existing 61,26,960 Equity Shares of Rs. 10 each of the Company, in payment in full, for



61,26,960 new Equity Shares of Rs. 10 each and that such new Equity Shares out of the Company's unissued Equity Shares, credited as fully paid, be allotted as Bonus Shares to such persons respectively as aforesaid, in the proportion of one such new Equity Share for every one Equity Share held by such persons respectively on the said date, upon the footing that they become entitled thereto for all purposes as capital.

- (ii) The 61,26,960 new Equity Shares of Rs. 10 each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing Equity Shares of the Company except that they shall only be entitled to any dividend declared or paid after the date of allotment in such proportion as the Directors may recommend.
 - (iii) No Letter of Allotment shall be issued, but the Share Certificates in respect of the new Equity Shares, shall be completed and ready for delivery within three months of the allotment thereof.
 - (iv) The allotment and issue of the fully paid new Equity Shares as Bonus Shares to non-resident members of the Company, shall be subject to the approval of the Reserve Bank of India under the Foreign Exchange Regulation Act, 1973.
 - (v) For the purpose of giving effect to this Resolution and for the removal of any difficulties, the Board of Directors of the Company and/or any sub-committee thereof be and is hereby authorized to do all acts, deeds and things and to give from time to time such directions as may be necessary or desirable and settle any questions or difficulties whatsoever that may arise in regard to the issue, allotment and distribution of the new Equity Shares."
9. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED that, in Article 3 of the Articles of Association of the Company, the first sentence be substituted by the following:

"The Authorized Share Capital of the Company is Rs. 12,50,00,000 (Rupees twelve crore fifty lakh) divided into 1,25,00,000 (One crore twenty five lakh) Equity Shares of Rs. 10 (Rupees Ten) each.' "

By Order of the Board of Directors

F. C. KOHLI
Chairman

Mumbai,
Dated: June 13, 1997.

Registered Office:
Manish Commercial Centre,
216-A, Dr. Annie Besant Road,
Worli, Mumbai 400 025.

NOTES :

- (a) The relative Explanatory Statement, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 4, 5, 7, 8 and 9 is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.
- (c) The Register of Members and Share Transfer Books of the Company will be closed from 2nd July, 1997 to 11th July, 1997, both days inclusive.
- (d) The dividend on Equity Shares as recommended by the Directors for the year ended 31st March, 1997, if declared at the Meeting, would be made payable on or after 29th August, 1997, to those Members whose names stand on the Register of Members on 11th July, 1997.
- (e) Income-tax will not be deducted at source from the dividend receivable by a shareholder.
- (f) Pursuant to Section 205-A of the Companies Act, 1956, unclaimed dividends for the financial period ended 31st March, 1994 will be transferred to the General Revenue Account of the Central Government.

Those shareholders who have not encashed their Dividend Warrants for the said period, are requested to do so immediately or to contact the Company's Registrars : Tata Share Registry Ltd., for any assistance required.

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ANNEXURE TO NOTICE

As required by Section 173 of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5, 7, 8 & 9 of the accompanying Notice dated 13th June, 1997.

Item No. 4

At the Board Meeting held on 28th January, 1997, Mr. J. K. Setna was appointed a Director of the Company in the casual vacancy caused by the resignation of Mr. T. K. Yam. Pursuant to Section 262 of the Companies Act, 1956 and Article 88 of the Articles of Association of the Company, Mr. J. K. Setna holds office upto the date of the forthcoming Annual General Meeting of the Company. A notice has been received from a member as required, signifying his intention to propose Mr. J. K. Setna for appointment as a Director.

The Board of Directors consider it in the interest of the Company that Mr. J. K. Setna be appointed a Director of the Company. The Board commends the Resolution to the members.

Item No. 5

Dr. Nirmal Jain, Managing Director of the Company, was appointed an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 89 of the Articles of Association of the Company from 1st September, 1996. Dr. Nirmal Jain holds office as Director upto the date of the forthcoming Annual General Meeting of the Company. A notice has been received from a member as required under Section 257 of the Act, signifying his intention to propose Dr. Nirmal Jain for appointment as a Director.

The Board considers it in the interest of the Company that Dr. Nirmal Jain be appointed a Director of the Company and commends the Resolution to the members.

Item Nos. 7, 8 and 9

Your Directors have recommended the issue of Bonus Shares to the Equity Shareholders of the Company by capitalizing a sum of Rs. 6,12,69,600 (Rupees six crore twelve lakh sixty nine thousand six hundred) to be applied for the issue of 61,26,960 new Equity Shares as Bonus Shares to the holders of the existing 61,26,960 Equity Shares, on a date to be fixed by the Board of Directors or any sub-committee thereof, hereafter, in the proportion of one such new Equity Share for every one existing Equity Share. The said amount of Rs. 6,12,69,600 (Rupees six crore twelve lakh sixty nine thousand six hundred) will be drawn from the General Reserve Account as set out in Resolution No. 8.

The manner and terms and conditions of the proposed issue are set out in the Resolution at Item No. 8. The new Equity Shares will rank *pari passu* in all respects with the existing Equity Shares of the Company, except that they shall only be entitled to any dividend declared or paid after the date of allotment in such proportion as the Directors may recommend.

The present Authorized Capital of the Company is Rs. 7,00,00,000/- (Rupees seven crore only) divided into 70,00,000 Equity Shares of Rs. 10/- each. To enable the issue of Bonus Shares, it is necessary to increase the Authorized Share Capital of the Company to Rs. 12,50,00,000 (Rupees twelve crore fifty lakh) divided into 1,25,00,000 Equity Shares of Rs. 10 each. The Memorandum and Articles of Association of the Company, as set out in the Resolutions at Item Numbers 7 and 9, are accordingly sought to be altered.

The Directors of the Company may be deemed to be concerned or interested in the issue of the new Equity Shares to the extent of the Shares held by them or by the Company/Institutions of which they are Directors or members and in their capacity as Trustees of Public Charitable Trusts and/or Trustees of the Tata Unisys Limited Employees Share Participation Trust (without any beneficial interest).

A copy of the Memorandum and Articles of Association of the Company, together with the proposed changes, is open for inspection by the members at the Registered Office of the Company between the hours of 10.00 a.m. and 1.00 p.m. on any working day of the Company.

By Order of the Board of Directors

F. C. KOHLI
Chairman

Mumbai,

Dated: June 13, 1997.

Registered Office:

Manish Commercial Centre,
216-A, Dr. Annie Besant Road,
Worli, Mumbai 400 025.

FORM OF PROXY**TORRENT PHARMACEUTICALS LIMITED**

Registered Office: Torrent House, Off Ashram Road, Ahmedabad - 380 009.

I/We _____ of _____

in the district of _____ being a member/members of

the above named company, hereby appoint Shri/Smt. _____

of _____ in the district of _____

or failing him Shri/Smt. _____

of _____ in the district of _____

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 25th September, 1997 and at any adjournment thereof.

Signed this _____ day of _____ 1997

Signature _____

Affix
30 Paise
Revenue
Stamp

L. F. No. _____

No. of Share (s) held _____

Notes :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. A proxy need not be a member.
3. The form thus completed should be deposited at the Registered Office of the Company "Torrent House", Off Ashram Road, Ahmedabad - 380 009 latest by 10.00 a.m. on 23rd September, 1997.

ATTENDANCE SLIP**TORRENT PHARMACEUTICALS LIMITED**

Full name of the member attending _____

Full name of the first joint-holder _____

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **24th ANNUAL GENERAL MEETING** being held at Dinesh Hall, Ashram Road, Ahmedabad - 380 009 on 25th September, 1997 at 10.00 A.M.

Regd. Folio No. _____

No. of Shares held _____

Member's/Proxy's
Signature

(To be signed at the time of handing over this slip)

Note:- Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.






TORRENT PHARMACEUTICALS LIMITED

Registered Office: Torrent House, Off Ashram Road, Ahmedabad - 380 009.

Dear Share/Debentureholder(s)

 Re : **Furnishing of particulars of Bank Account.**

With a view to safeguard the interest of Share/Debentureholders against any fraudulent encashment of Dividend/Interest Warrants, the Company is offering the facility to have the name of your Bankers, their Address and the Account Number alongwith your Name on all future warrants to be sent by us. However, the warrant shall be mailed at your address registered with the Company. The company shall not be responsible for any fraudulent encashment if the details are not forwarded and if any loss occurs through the warrants falling into improper hands.

You are, therefore, requested to fill up and sign the slip appended below and send the same to the Share Transfer Registrar of the Company - M/s. MCS Ltd., Unit : Torrent Pharmaceuticals Limited, 101, Subh Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009.

We seek your co-operation in this regard.

Thanking You,

Yours faithfully,

 for **TORRENT PHARMACEUTICALS LIMITED**
PARTHIV PARIKH
Company Secretary

----- (TEAR HERE) -----

The Manager
 MCS Ltd.,
 Unit : Torrent Pharmaceuticals Limited,
 101, Subh Shatdal Complex,
 Opp. Bata Show Room,
 Ashram Road,
 Ahmedabad - 380 009

Dear Sir,

I/We give hereinbelow the particulars regarding Bank Account, and Bank Branch name to be printed on Dividend/interest warrants.

1. Name of the First holder :
2. Folio No. :
3. Bank Account No. :
4. Name of the Bank :
5. Branch :

I/We hereby declare that the particulars given above are correct and complete.

Yours faithfully,

(Signature of sole/1st Share/Debentureholder.)

