

**NOTICE**

NOTICE is hereby given that the 53rd Annual General Meeting of the company will be held on Saturday, 15th September, 2012 at 10.00 a.m. at Shri. S. K. Somani Memorial Hall, 79 Marine Drive, Mumbai 400 020 to transact the following business :

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31-March-2012 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. V.N.Khanna, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Dr. A.K.Mehta who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s. Battliboi & Purohit, Chartered Accountants, Mumbai, as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

Special Business

5. To appoint Mr. Amit Rajan, who was appointed as an Additional Director of the company w.e.f. 13th July, 2012, as a non executive Director of the company.

"RESOLVED THAT Mr. Amit Rajan who was appointed as an Additional Director by the Board of Directors under section 260 of the Companies Act 1956 in the meeting of the Board of Directors held on 13th July, 2012 and whose term expires at the ensuing Annual General Meeting of the company and in respect of whom the company has, pursuant to section 257 of the Companies Act, 1956, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Surendra Somani, Executive Vice Chairman of the company be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

By Order of the Board of Directors

Registered Office:
Parijat House, 1076, Dr. E. Moses Road,
Worli, Mumbai - 400 018
Date : 13th July, 2012

Abhinav Mathur
Company Secretary

NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective must be received not less than 48 hours before the meeting at the Registered Office or at the Registrar & Share Transfer Agent's office at **Bigshare Services Pvt. Ltd, E-2 / 3, Ansa Industrial Estate, Saki Naka, Saki Vihar Road, Andheri East, Mumbai - 400 072.**
3. Members / Proxies should bring duly filled in and signed Attendance Slip for attending the meeting.
4. The company's Register of Members and Share Transfer Books will be closed from Wednesday, 12th September, 2012 to Saturday, 15th September, 2012 (both days inclusive).
5. As per Section 109 A of the Companies Act, 1956 shareholders are entitled to make nomination in respect of shares held by them. Shareholders who desire to avail the facility may send their request in Form 2 B (which will be made available on request) to the Registrar & Share Transfer Agents viz. Bigshare Services Pvt. Ltd at the address mentioned above.
6. **Members are requested to:**
 - a. Quote their Folio / DP ID & Client ID numbers in all correspondence with the Company / Registrar & Share Transfer Agent.
 - b. Inform promptly any change in address to the DP / Company / Registrar & Share Transfer Agent.
 - c. Bring their copy of the Annual Report.
 - d. Intimate to the company 10 days in advance, if they desire to seek any further information on the Annual Report, at the ensuing Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Mr. Amit Rajan was appointed as an Additional Director by the Board of Director w.e.f. 13th July, 2012 in accordance with the provisions of Section 260 of the Companies Act, 1956 and according to which, the above director holds office up to the date of the ensuing Annual General Meeting. The company has received valid notice and deposit as per section 257 of the Companies Act 1956 proposing candidature of Mr. Amit Rajan for the office of Director.

Mr. Amit Rajan is a Gold medalist in **M.Tech**, in Analytical Chemistry from IIT Delhi and possess strong communication and entrepreneurial skills. Mr. Amit Rajan has more than 17 years of experience in senior management level in reputed companies in Pharma field.

The Board feels that presence of Mr. Amit Rajan on the Board is desirable and would be beneficial to the company and hence recommend this resolution for adoption.

None of the Directors, except Mr. Amit Rajan is concerned or interested in this resolution.

The Board recommends this resolution to be passed as ordinary resolution.

By Order of the Board of Directors

Abhinav Mathur
Company Secretary

Registered Office:
Parijat House, 1076, Dr. E. Moses Road,
Worli, Mumbai - 400 018
Date : 13th July, 2012