



Parabolic Drugs Limited

Registered Office: S.C.O. 99-100, Top Floor, Sector 17 B, Chandigarh-160 017

NOTICE

NOTICE is hereby given that the **FOURTEENTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Tuesday, the 28th day of September, 2010 at 3.00 P.M. at PHD House, Sector 31 A, Chandigarh to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010, Profit and Loss Account for the year ended on that date, together with Report of Auditors and Directors thereon.
2. (a) To appoint a Director in place of Mr. Pardeep Diwan, who retires by rotation in accordance with Article 80 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.

(b) To appoint a Director in place of Dr. Ram Kumar, who retires by rotation in accordance with Article 80 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.

(c) To appoint a Director in place of Mr. Koppisetty Srinivas, who retires by rotation in accordance with Article 80 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
3. To appoint Auditors for the year 2010-2011 and to fix their remuneration.

Special Business:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -
"RESOLVED THAT Mr. Inder Bir Singh Passi, who was appointed as an Additional Director under Section 260 of

the Companies Act, 1956 and Article 83 of the Articles of Association of the Company and in respect of whom the Company has received notices from some Members under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation".

5. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT in supersession of the earlier resolution dated 26th September, 2009 passed by the Members of the Company in their Annual General Meeting under Section 293 (1) (a) and 293 (1) (d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow on behalf of the Company, money from time to time by way of loans, advances, credits or otherwise with or without security as the Board of Directors may consider proper, including creating a charge or mortgage on the whole or part of the Company's assets, effects and properties as the Board may consider fit notwithstanding that the money so borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Banker in the ordinary course of Business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount which may be so borrowed by the Board of Director and outstanding at any time (apart from temporary loans obtained from the Company's Banker in the ordinary course of Business) shall not at any time exceed Rs. 10000 Million (Rupees Ten Thousand Million only)".

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

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the approval of the shareholders of the Company be and is hereby given to adopt the amended Article of Association of the Company in substitution of the existing Articles.

RESOLVED FURTHER THAT the Board of Directors of the

Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as they may deem fit necessary to give effect to the abovesaid resolution”.

For and on Behalf of the Board

(Vineet Gupta)

Whole-time Director

(Pranav Gupta)

Managing Director

Place: Chandigarh

Dated: 20th July, 2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.
2. Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item Nos. 4 to 6 are annexed hereto and forms part of the Notice.
3. The Register of Members and the Share Transfer Register of the Company will remain closed from 21st September, 2010 to 28th September, 2010 (both days inclusive).

4. The Members are requested to notify the change in their address, if any, at the earliest.
5. Members desiring any information as regards Accounts are requested to write to the Company at its Registered Office at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
6. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M.
7. Members are requested to bring their copy of Annual Report along with them to the Annual General Meeting.
8. Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company.

Annexure to the Notice:

Explanatory Statement Pursuant to Section-173 (2) of the Companies Act, 1956:

Item No. 4 of the Special Business:

The Board of Directors of the Company in its meeting held on 12th October, 2009 appointed Mr. Inder Bir Singh Passi as an Additional Director of the Company pursuant to Article 83 of the Articles of Association of the Company.

In terms of Section 260 of the Companies Act, 1956 read with Article 86 of the Articles of Association of the Company, Mr. Inder Bir Singh Passi will hold office of Additional Director up to the ensuing Annual General Meeting. The Company has received notices from some members under Section 257 of the Companies Act, 1956, signifying their intention to propose

Mr. Inder Bir Singh Passi as a Director of the Company. Accordingly, your approval is solicited for his appointment as a director liable to retire by rotation.

Memorandum of Interest

Except Mr. Inder Bir Singh Passi, the appointee himself, none of the Directors of the Company is, in any way, concerned or interested in the resolution.

Item No. 5 of the Special Business:

The Members of the Company in their meeting held on 26th September, 2009 accorded their approval to the Board of Directors of the Company to borrow money on behalf of the

Company under Section 293 (1) (d) of the Companies Act, 1956 up to Rs. 800.00 Crores and to create charge or mortgage on the whole or part of the Company's assets, effects and properties of the Company under Section 293 (1) (a) of the Companies Act, 1956 to secure the money borrowed by the Company respectively.

Presently, the Company is in the process of undertaking various projects and looking various proposals of the Banks & Financial Institutions for meeting the fund requirements of the Company. Therefore, it is proposed to authorise the Board of Directors of the Company to borrow money on behalf of the Company under Section 293 (1) (d) of the Companies Act, 1956 up to Rs. 1000.00 Crores and also to create charge or mortgage on the whole or part of the Company's assets, effects and properties of the Company under Section 293 (1) (a) of the Companies Act, 1956.

Accordingly, It is proposed to authorize the Board of Directors under Sections 293 (1) (a) & 293 (1) (d) of the Companies Act, 1956 and your approval is solicited

Memorandum of Interest:

None of the Directors of the Company is concerned or interested in this resolution.

Item No.6 of the Special Business:

The Company had executed Shareholders Agreements with the following Private Equity Investors:

1. M/s. BTS India Private Equity Fund Limited
2. M/s. Exquisite Result International Limited
3. M/s. Alden Global (Mauritius) Limited (Previously known as Minivet Limited)

Thereafter, to give effect to the terms and conditions of the respective shareholders agreement executed by the Company with the above said investors, the Company has amended its

Articles in consonance to the rights given by the Company to these investors in their respective agreements.

As per the clauses of the Shareholders Agreements, the Company is required to provide the exit option to these investors through any one of the options mentioned in the respective Shareholders Agreement within the time prescribed therein. Now, the Company has provided the exit option to these investors by way of Initial Public Offer (IPO) by the Company and keeping in view of the present scenario, it is proposed to alter various clauses of the Articles relating to the shareholders agreements with the above said investors, which at present have no relevance.

Accordingly, the Board of Directors in its meeting held on 20th July, 2010 has recommended the adoption of amended Articles of Association of the Company. It is proposed to adopt the amended Articles of Association of the Company.

As per the provisions of Section 31 of the Companies Act, 1956, a Company may by Special Resolution alter its Articles of Association.

Your Directors, therefore, recommend the said resolution for your approval.

Memorandum of Interest:

Except Mr. Koppisetty Srinivas, Nominee of M/s. BTS India Private Equity Fund Limited, None of the Directors of the Company is concerned or interested in the resolution.

For and on Behalf of the Board

(Vineet Gupta)

Whole-time Director

(Pranav Gupta)

Managing Director

Place: Chandigarh

Dated: 20th July, 2010

Information pursuant to Corporate Governance Clause of the Listing Agreement regarding the Director seeking appointment/ re-appointment in the Annual General Meeting

Name of the Director	Mr. Pardeep Diwan	Dr. Ram Kumar	Mr. Koppisetty Srinivas	Mr. Inder Bir Singh Passi
Date of Birth	10th January, 1963	26th January, 1946	17th May, 1963	20th August, 1939
Date of Appointment	28th September, 2008	26th September, 2008	30th April, 2008	12th October, 2009
Expertise in specific functional area	Audit, Income Tax and Company Law	Medical Science specialization of Ophthalmology	Airline Industry	Education
Qualification	C.A.	MBBS	B.E. & MBA	M.Sc. & Ph.D
Directorship of other companies	Nil	Nil	BTS Investment Advisors Private Limited Microqual Techno Private Limited Arch Pharmalabs Limited QAI India Limited Mantri Metallics Private Limited Sai Sudhir Infrastructures Limited Caravel Logistics Private Limited	Nil
Chairmanships/ Memberships of Board Committee of other companies	Nil	Nil	Nil	Nil
Number of shares held	Nil	15000	Nil	Nil



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PROXY FORM

I/We
of
in the District being a Member/Members
of Parabolic Drugs Limited, hereby appoint
of in the
District of failing him/her
of in the district of
as my/our proxy to vote for me/us on my/our behalf at the 14th Annual General Meeting of the Company to be held on Tuesday,
the 28th day of September, 2010 at 3.00 P.M. and at any adjournment thereof.

Signed this Day of2010.

Address

Folio No./Client ID No.

DP ID No.

Signature

Affix Fifty Paisa Stamp here

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.
2. The Proxy form duly signed across Revenue Stamp of Fifty Paisa should reach the Company's Registered Office at least 48 hours before the time of meeting.



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ATTENDANCE SLIP

I hereby record my presence at the 14th Annual General Meeting of the above named Company being held at PHD House, Sector 31 A, Chandigarh at 3.00 P.M. on Tuesday, and the 28th day of September, 2010.

.....
Full Name of the Member
(In BLOCK LETTERS)

.....
Signature

Folio No./Client ID No.

No. of Shares held

.....
Full Name of the Proxy
(In BLOCK LETTERS)

.....
Signature

NOTE: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall of the Company



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SUGGESTION FORM

In case you have any suggestion for the betterment of your Company, please do write to us.

Suggestion

.....

Name

Folio No./Client ID No. DP ID No.

Address

.....

Pin Code

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