

NOTICE

FIFTY FIFTH ANNUAL GENERAL MEETING of the Members of ANUH PHARMA LIMITED will be held on Friday, 24th July, 2015 at 12.00 Noon at 6th Floor, Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 12, K. Dubasb Marg, Mumbai 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bharat N. Shah (DIN: 00083354) who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Lalitkumar P. Shah (DIN: 00396345) who retires by rotation, and being eligible offers himself for re-appointment.
4. To declare dividend for the Financial Year 2014-15.
5. To ratify appointment of Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. S. I. Mogul & Co., Chartered Accountants (Registration No. 106512W), be and are hereby appointed at the 54th Annual General Meeting as Statutory Auditors of the Company, to hold office till the conclusion of the 57th Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS :

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

"RESOLVED THAT subject to the approval of Central Government, Mr. Girikrishna Maniar, Cost Auditor who has confirmed his eligibility u/s 139 of the Companies Act, 2013 be and is hereby appointed as Cost Auditor to audit the Cost Accounting records related to Bulk Drugs of the Company for the Financial Year 2015-2016 on a remuneration of ₹ 1,10,000/- p.a. plus out of pocket expenses.

RESOLVED FURTHER THAT Mr. Bipin Shah, Managing Director (DIN: 00083244) or Mr. Lalitkumar P. Shah, Director (DIN: 00396345) of the Company be and is hereby authorized to take all such necessary steps and actions and authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with required authorities including E-Form with Registrar of Companies to give the effect of the appointment of the Cost Auditor."

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

"RESOLVED THAT pursuant to Section 64(1) and any other applicable provisions of the Companies Act, 2013, the approval of the Members be and is hereby granted to increase the Authorised Share Capital of the Company from ₹ 10,00,00,000/- (Rupees Ten Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of ₹ 5/- (Rupees Five Only) each to ₹ 51,00,00,000/- (Rupees Fifty One Crores Only) divided into 10,20,00,000 (Ten Crores Twenty Lacs Only) Equity Shares of ₹ 5/- (Rupees Five Only).

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to take necessary steps to give effect to the increase in the Authorised Share Capital."

8. 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 Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of the Association of the Company be and is hereby altered and substituted by the following :

"V. The Authorised Share Capital of the Company is ₹ 51,00,00,000/- (Rupees Fifty One Crores Only) divided into 10,20,00,000 (Ten Crores Twenty Lacs Only) Equity Shares of ₹ 5/- (Rupees Five Only) each."

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to take necessary steps to give effect to above and to take the consent of the Members for alteration of the capital clause of the Memorandum of Association.”

9. 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 14 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Article No. 6 of the Articles of Association of the Company be and is hereby altered and substituted by the following:

“The Authorised Share Capital of the Company is same as mentioned in clause No. V of the Memorandum of Association.”

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to take necessary steps to give effect to above and to take the consent of the Members for alteration of the capital clause of the Articles of Association.”

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

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to provisions of 180(1)(c) 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), consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow money, from time to time at its discretion either from the Company's bank or any other bank, financial institutions or any other lending institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in the aggregate ₹ 2,00,00,00,000/- [Rupees Two Hundred Crores Only] notwithstanding that the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves that it is to say, reserves not set apart for any specific purpose;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and 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), the consent be and is hereby accorded to the Board of Directors or any Committee constituted by the Board (hereinafter referred to as 'the Board') for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad in one or more tranches and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of any of the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) to secure the working capital facilities/term loans/corporate loans/debentures/other credit facilities raised/to be raised by the Company from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, charges on prepayment or on redemption, costs, charges, expenses and all other moneys payable/to be payable to the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) in terms of their respective agreements/letters of sanction/memorandum of terms and conditions, entered into/to be entered into by the Company in respect of the said working capital facilities/term loans/corporate loans/debentures/other credit facilities up to a sum not exceeding ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores Only) at any time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps as may be necessary and to settle all matters arising out of and incidental thereto and to finalize the form, extent and manner of and the documents and deeds, as may be applicable, for creating the mortgage/pledge/hypothecation/ charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad on such terms and conditions as

may be decided by the Board in consultation with the lenders and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

12. 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 63 and other applicable provisions of the Companies Act, 2013 read with the Rules relating thereto, the relevant clauses of the Memorandum of Association & Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the guidelines issued by the Securities and Exchange Board of India (SEBI), including the provision of the SEBI (Issue of Share Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) the approval of Members be and is hereby granted to capitalize a sum of ₹ 12,52,80,000/- (Rupees Twelve Crores Fifty Two Lakhs Eighty Thousand Only) out of the reserves set free for distribution amongst the equity shareholders by issue of 2,50,56,000 bonus shares of ₹ 5/- (Rupees Five Only) each credited as fully paid to the equity shareholders in the proportion of two equity shares for every one equity share held by them as on the record date, to be fixed by the Board.

RESOLVED FURTHER THAT the bonus shares to be issued as fully paid equity shares shall be subject to the Memorandum and Articles of Association of the Company ranking in all respects pari passu to the existing equity shares.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to carry out the necessary formalities to give effect to the above resolution."

For and on behalf of the Board of Directors

Sd/-

Jasvantlal G. Shah
Chairman
(DIN: 00372600)

Registered Office:

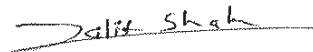
3-A, Shiv Sagar Estate, Noth Wing,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018

Place : Mumbai

Date : June 12, 2015

CERTIFIED TRUE COPY

FOR ANUH PHARMA LIMITED



DIRECTOR

NOTES:

1. The Register of Members and Share Transfer Book of the Company shall remain closed on Friday, 3rd July, 2015.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A Proxy form is annexed with this Notice. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
3. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied.
4. Those Members who have so far not encashed their Dividend Warrants for earlier financial years may claim or approach the Company for payment, otherwise, the same will be transferred to the notified Fund as per the provision of Section 123 of the Companies Act, 2013.
5. Members are requested to notify change in address, if any, immediately to the Company at its Registered Office, quoting their Folio Numbers.
6. **The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share**

Transfer Agents of the Company and register their email-id. Members holding shares in dematerialized form are requested to contact their Depository Participant. Members may please note that notices, annual reports, etc. will be available on the Company's website-www.anuhpharma.com and the same shall also be available for inspection, during the office hours, at the Registered Office of the Company. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

7. **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 55th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The instructions for e-Voting Services will be sent separately.
8. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
9. The relative Explanatory Statement, pursuant to Section 102 in respect of the special business set out in the accompanying Notice is annexed hereto.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

A proposal for appointment of Cost Auditor for the financial year 2015-16 was recommended by the Audit Committee to the Board. It was proposed to re-appoint Mr. Girikrishna Maniar, Cost Accountants, as Cost Auditors for the financial year 2015-16.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution set forth in Item No. 6 for the approval of the Members as Ordinary Resolution.

Item No. 7

Considering the size of Company's operations, its future requirements of funds and to make the capital sufficient to accommodate the Bonus Issue, it is proposed to increase the Authorised Share Capital of the Company from ₹ 10,00,00,000/- (Rupees Ten Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of ₹ 5/- (Rupees Five Only) each to ₹ 51,00,00,000/- (Rupees Fifty One Crores Only) divided into 10,20,00,000 (Ten Crores Twenty Lacs Only) Equity Shares of ₹ 5/- (Rupees Five Only) each. The proposed increase in Authorised Share Capital of ₹ 51,00,00,000/- (Rupees Fifty One Crores Only) divided into 10,20,00,000 (Ten Crores Twenty Lacs Only) Equity Shares of ₹ 5/- (Rupees Five Only) each.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution set forth in Item No. 7 for the approval of the Members as Ordinary Resolution.

Item No. 8

The proposed increase in Authorised Share Capital of the Company will require alterations / addition of relevant clauses of Memorandum of Association of the Company.

As per the provisions of Section 13 of the Companies Act, 2013 a Company may by requisite resolution alter its Memorandum of Association.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution set forth in Item No. 8 for the approval of the Members as Special Resolution.

Item No. 9

Since the Company's Authorised Share Capital is to be increased, the Company has to alter its Article 6 of Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the Company can alter its Articles of Association, subject to the approval of the Members of the Company by way of a Special Resolution passed at the Meeting of the Members of the Company.



None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution set forth in Item No. 9 for the approval of the Members as Special Resolution.

Item No. 10 & 11

Pursuant to the erstwhile provisions of Sections 293(1)(d) and 293(1)(a) of the Companies Act, 1956, the Board of Directors was authorized by the Members of the Company to borrow moneys on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores Only) at any point of time and also, to secure the said borrowings by creating mortgage/charge on all or any of the movable/immovable properties of the Company.

Accordingly, in order to remain compliant with the provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the consent of the Members is being sought by way of special resolutions for authorizing the Board of Directors to borrow moneys on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores Only) at any point of time and also, to secure the same by creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets of the Company whether movable or immovable, situated in India or abroad.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolutions set forth in Item Nos. 10 & 11 for the approval of the Members as Special Resolutions.

Item No. 12

The Company has decided to issue Bonus Shares in the ratio of 2:1 i.e. 2 (Two) Equity Shares of face value of ₹ 5/- each for every existing 1 (One) Equity Share of face value of ₹ 5/- each fully paid by way of capitalization of Free Reserves.

The Company is embarking on a substantial expansion project which will increase its turnover and in turn the profitability in the coming years. Further, huge reserves have been accumulated by the Company over a period of years and to pass on the benefit to its shareholders, the issuance of Bonus Shares is proposed.

This in turn will also increase liquidity of the Equity Shares of the Company by making available new shares in the market to be traded and also reward the Members by allotting Bonus Equity Shares.

The Directors and Key Managerial Personnel or relatives of them are interested in the above resolution to the extent of their shareholding in the Company.

The Board of Directors recommends the resolution set forth in Item No. 12 for the approval of the Members as Special Resolution.

For and on behalf of the Board of Directors

Sd/-

Jasvantlal G. Shah

Chairman

(DIN: 00372600)

Place : Mumbai

Date : June 12, 2015

CERTIFIED TRUE COPY

FOR ANUH PHARMA LIMITED



DIRECTOR