

NOTICE

NOTICE is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Tuesday, the 29th day of September, 2015 at 9.30A.M at PHD House, Sector 31A, Chandigarh to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date, together with Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Vineet Gupta, who retires by rotation in accordance with the Articles of Association of the company and being eligible, offers himself for re-appointment.
3. To appoint Auditors for the year 2015-2016 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 in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Mrs. Vandana Singla (holding DIN No. 00285781), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on November 14th, 2014, pursuant to the Articles of Association of the Company and Section 161(1) of the Companies Act, 2013, and who holds office up to the date of ensuing Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company, and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mrs. Vandana Singla as a candidate for the office of Independent Director of the Company, whose office shall not be liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold to hold office for 3 (Three) consecutive years for a term up to the Conclusion of Annual General Meeting for the Financial year ending 2018".

5. 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 148 of the Companies Act, 2013, M/s Anil Sharma & Co., Cost Accountants, be and hereby appointed as the Cost Auditor of the Company to conduct audit of cost accounting records maintained by the Company for the year ending on March 31, 2016 at a remuneration plus out-of-pocket expenses as may be decided by Chairman & Managing Director of the Company."

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, 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. The Information pursuant to Corporate Governance Clause of the Listing Agreement (s) regarding the Directors seeking appointment/re-appointment in the Annual General Meeting as proposed in Item No. 2 & 4 of the notice is annexed hereto separately and forms part of the Notice.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from 23rd September, 2015 to 29th September, 2015 (Both days inclusive).
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 4 and 5 is annexed hereto and forms part of the Notice.
5. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent. However, members holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
6. 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.
7. 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.

8. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository

Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.

The process and instructions for e-voting are as under:

- (i) The voting period begins on **23rd September, 2015 from 9.00 A.M. and ends on 28th September, 2015 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd September, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "**Shareholders**" tab.
- (v) Now **Enter your User ID**
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then **your existing password** is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the "first two letters of their name and the 8 digits of the Sequence Number in the PAN Field". • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB OR Dividend Bank Details	Enter the Date of Birth or Dividend Bank Details (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (V).

- (ix) After entering these details appropriately, click on "**SUBMIT**" tab.
- (x) Members holding shares in **physical form** will then **directly reach the Company selection** screen. However, members holding shares in demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN i.e. 150817014 Parabolic Drugs Limited to vote.**
- (xiii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- (xvi) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non- Institutional Shareholders and Custodians
- Non- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.
9. Members are requested to bring their copy of Annual Report along with them to the Annual General Meeting.
10. The Ministry of Corporate Affairs ("MCA") has vide Circular Nos. 17/ 2011 and 18/ 2011 dated 21st April, 2011 and 29th April, 2011 respectively, taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances through electronic mode, allowing to send documents such as Notices convening General Meetings, Audited Financial Statements, Directors' Report, Auditor's Report etc. and any other Notice/Documents, henceforth in electronic form in lieu of paper form.

In case you wish to support your Company's concern to prevent global environment degradation, you are requested to please register your E-mail ID with your DP, if you hold the Company's shares in electronic form, under intimation to the Registrar & Transfer Agent through your registered E-mail ID. However, if you hold the shares in physical form then you may register your E-mail ID with Registrar & Transfer Agent of the Company by sending a letter under your Registered Signature at the below mentioned Address:

M/s. Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound
L.B.S Marg, Bhandup (West)
Mumbai 400 078
Tel: + (91 22) 2596 3828
Fax: + (91 22) 2594 6969
Email: mumbai@linkintime.co.in
Website: www.linkintime.co.in

44, Community Centre,
Phase-I, Near PVR, Naraina Ind. Area
New Delhi - 110 028
Tel: + (91 11) 4141 0592, 93, 94
Fax: + (91 11) 4141 0591
Email: delhi@linkintime.co.in
Website: www.linkintime.co

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM No. 4 of the Special Business

The Board of Directors at their meeting held on November 14, 2014 appointed Mrs. Vandana Singla as an Additional Director of the Company to take effect from 14th November, 2014. Mrs. Vandana Singla holds office up to the date of the ensuing Annual General Meeting.

Mrs. Vandana Singla is a member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders'

Relationship Committee, of the Board of Directors of the Company.

In terms of Sections 149, 150, 152 and other applicable provisions of the Companies Act 2013, Mrs. Vandana Singla, being eligible and seeking appointment, is proposed to be appointed as an Independent Director to hold for 3 (Three) consecutive years for a term up to the Conclusion of Annual General Meeting for the Financial year ending 2018. The

Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Vandana Singla for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mrs. Vandana Singla, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and she is independent of the Management. A Copy of the draft letter for appointment of Mrs. Vandana Singla as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the registered office of the company during normal business hours on working days up to the date of AGM. The Board considers that his association would be of immense benefit to the Company.

The resolution seeks the approval of members for the appointment of Mrs. Vandana Singla as an Independent director of the Company up to the Conclusion of Annual General Meeting for the financial year ending 2018, pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

No Director, Key Managerial personnel or their relatives, except Mrs. Vandana Singla, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

Place: Chandigarh
Date: 14.08.2015

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM No. 5 of the Special Business

The Company is directed under Section 148 of the Companies Act, 2013 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Anil Sharma & Co. as the Cost Auditors of the Company to conduct Cost Audits relating to cost accounts of the Company for the year ending 31st March, 2016, at a remuneration plus out-of-pocket expenses as may be decided by Chairman & Managing Director of the Company.

M/s. Anil Sharma & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past several years under the provisions of the erstwhile Companies Act, 1956. The Board recommends the appointment of M/s. Anil Sharma & Co. as the Cost Auditors. Accordingly, the approval of the shareholders is sought for the same by an Ordinary Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

By Order of the Board
Pranav Gupta
Managing Director

INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT REGARDING THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING:

Name of the Director	Mr. Vineet Gupta	Mrs. Vandana Singla
Date of Birth	24th July, 1969	5th September, 1963
Date of Appointment	1st September, 2013	14th November, 2014
Expertise in specific functional area	Pharmaceuticals and Education	Business
Qualification	B.Tech (Mechanical)	Post Graduate
Directorship of other companies	7	1
Chairmanships/Memberships of Board Committee of other companies	Nil	Nil
Number of shares held	701550	Nil