



Dishman Pharmaceuticals and Chemicals Ltd.

CIN : L24230GJ1983PLC006329

Registered Office: Bhadr-Raj Chambers, Swastik Cross Road, Navrangpura, Ahmedabad – 380 009.
Tel.: 079-2644 3053/5807 Fax : 079-2642 0198 Email : grievance@dishmangroup.com, Website: www.dishmangroup.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **Dishman Pharmaceuticals and Chemicals Limited** will be held on **Friday, the 14th day of August, 2015 at 10.00 a.m.** at **H. T. Parekh Hall, 1st Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015** to transact the following business.

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. V. D. Shukla & Co., Chartered Accountants, Ahmedabad, (Firm Registration No. 110240W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells., Chartered Accountants, Ahmedabad.

RESOLVED FURTHER THAT M/s. V. D. Shukla & Co., Chartered Accountants, Ahmedabad be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Registered Office

Bhadr Raj Chambers,
Swastik Cross Roads
Navrangpura, Ahmedabad-380009

Date : 17th July, 2015

By Order of the Board
FOR Dishman Pharmaceuticals and Chemicals Limited

Tushar D. Shah
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
4. Shareholders are requested to notify immediately any change in their address, to their DP in respect of their Demat Accounts and to the Registrar in respect of their physical shares, as the case may be. To support 'Green Initiative' shareholders holding share in physical mode are requested to register their email ids with the Company/ Registrar.
5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
7. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of EGM by email and others are being sent by permitted mode.
8. Electronic copy of the notice of the extra ordinary general meeting along with annexure, proxy form and attendance slip are being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 10th July, 2015 (record date) and whose email ids are registered with the Company/DP for communication purposes unless any such shareholder has requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members as on 10th July, 2015 and who have not registered their email address, physical copies of the Notice of this general meeting is being sent in the permitted mode.
9. The company has set Friday, 7th August, 2015 as 'Cut-off Date' for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuing extra ordinary general meeting as above, in both e-voting and physical mode.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means for the resolution set forth in this notice from a place other than the venue of the EGM through remote e-voting services provided by Central Depository Services Limited (CDSL). The detail procedure / instructions for e-voting is annexed separately.
11. The Company has appointed Mr. Ashok P. Pathak, Practicing Company Secretary, Ahmedabad as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.
12. General information on e-voting
 - (i) The e-voting period commence on, Tuesday, 11th August 2015 at 9.00 a.m. and ends on Thursday, 13th August, 2015 at 5.00 p.m. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, 7th August, 2015 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting hereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
 - (ii) The voting rights of the shareholder will be in proportion of their shares as on 7th August, 2015, being the cut-off date, to the paid up equity share capital of the company.
 - (iii) The scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than three days of the conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman who shall countersign the same.
 - (v) The results declared of the e-voting of EGM of the company on 14th August, 2015, along-with the Scrutinizer's Report shall be immediately placed on the company's website www.dishmangroup.com and will be available in the website of CDSL www.evoting.cdsl.com and will be communicated to Stock Exchanges where the shares of the company are listed.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows :

Appointment of Statutory Auditors to fill casual vacancy :

M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad have resigned from the office of Statutory Auditors of the Company due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors in this regard. The Audit Committee and the Board of Directors in their respective meetings held on 17th July, 2015 have recommended appointing M/s. V. D. Shukla & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells., Chartered Accountants, Ahmedabad.

M/s. V. D. Shukla & Co., Chartered Accountants, Ahmedabad, if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting.

M/s. V. D. Shukla & Co., Chartered Accountants, Ahmedabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

Registered Office

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Swastik Cross Roads
Navrangpura, Ahmedabad-380009

Date : 17th July, 2015

**By Order of the Board
FOR Dishman Pharmaceuticals and Chemicals Limited**

**Tushar D. Shah
Company Secretary**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 11th August, 2015, 9.00 a.m. and ends on Thursday, 13th August, 2015 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 Friday, 7th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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. The Sequence Number is printed on Notice. • 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN 150718004** for the relevant **Dishman Pharmaceuticals and Chemicals Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual 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 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.
- (xix) 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.



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PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip on request.

* DP. ID. No. : _____

*Client Id. No. : _____

Ledger Folio No. : _____

NAME AND ADDRESS OF THE SHAREHOLDER : _____

No. of Share(s) held : _____

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the company held on Friday the 14th day of August, 2015 at 10.00 a.m at H. T. Parekh Hall, 1st Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

• I certify that I am member/proxy of the Company.

Signature of the shareholder or proxy

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue



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**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____

Registered address : _____

E-mail ID : _____

Folio No/DP ID-Client ID: _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1 Name : _____

Address : _____

E-mail Id : _____ Signature: _____ or failing him;

2 Name : _____

Address : _____

E-mail Id : _____ Signature: _____ or failing him;

3 Name : _____

Address : _____

E-mail Id : _____ Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, the 14th day of August, 2015 at 10.00 a.m at H. T. Parekh Hall, 1st Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015 and at any adjournment thereof in respect of such resolution as indicated below:

| Sr. No. | Resolutions |
|---------|--|
| 1 | Appointment of Statutory Auditors to fill casual vacancy |

Affix
Revenue
Stamp not
less than
₹ 1

Signed this _____ day of _____ 2015

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.

If undelivered please return to :



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