

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT AS PER SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 BY THE MEMBERS OF DISHMAN PHARMACEUTICALS AND CHEMICALS LIMITED AND RESULT OF POSTAL BALLOT DECLARED ON THURSDAY THE 21ST DAY OF APRIL, 2016 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT BHADR-RAJ CHAMBERS, SWASTIK CROSS ROADS, NAVRANGPURA, AHMEDABAD – 380009 AT 04.00 P.M.

1.	Increase in Authorized Share Capital	
Type of Resolution	Ordinary Resolution	
Result	Passed with requisite majority	

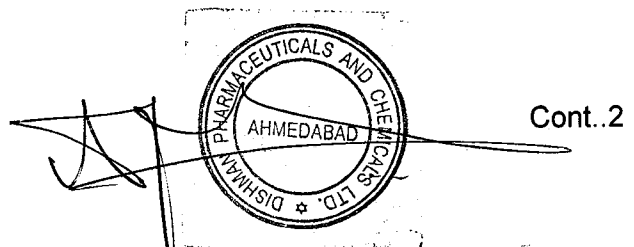
“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the authorized share capital of the Company be and is hereby increased to Rs.33,00,00,000 (Rupees thirty three crores only) divided into 16,50,00,000 (sixteen crores fifty lacs) equity shares of Rs.2/- (Rupees two only) each from Rs.20,00,00,000 (Rupees twenty crores only) divided into 10,00,00,000 (ten crores) equity shares of Rs.2/- (Rupees two only) each by creating an additional 6,50,00,000 (six crores fifty lacs) equity shares of Rs.2/- (Rupees two only), each aggregating to Rs.13,00,00,000 (Rupees thirteen crores only).”

2.	Alteration of Capital Clause of Memorandum of Association	
Type of Resolution	Special Resolution	
Result	Passed with requisite majority	

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act 2013, Clause V of the Memorandum of Association of the Company be and is hereby amended and be substituted by the following :

V. The Authorised Share Capital of the company is Rs.33,00,00,000/- (Rupees Thirty Three Crores only) divided into 16,50,00,000 (Sixteen Crores Fifty Lacs) Equity Shares of Rs.2/- (Rupees Two only) each; with rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company. The Company shall have power to increase or reduce its capital for the time being and to consolidate, divide or sub-divide and re-classify the shares in such capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as to dividend, voting or otherwise and to vary, modify or abrogate any such rights, privileges or conditions in accordance with the provisions of the Act and Articles of the Company and issue Shares of higher or lower denominations.”

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Dishman Pharmaceuticals and Chemicals Limited

Registered Office: Bhadr-Raj Chambers, Swastik Cross Roads, Navrangpura, Ahmedabad – 380 009 India.

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Email: dishman@dishmangroup.com Web: www.dishmangroup.com

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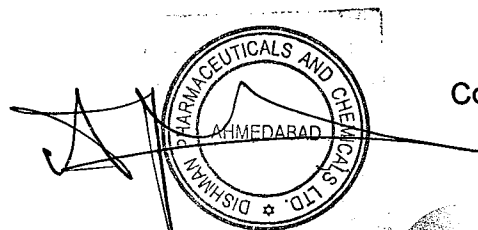
3.	Approval for the Issue of Bonus Shares	
Type of Resolution	Special Resolution	
Result	Passed with requisite majority	

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors duly authorized in this behalf) and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board including Management Committee of Board of Directors for capitalization of such sum standing to the credit of the Securities Premium Account/ General Reserves or any other permitted reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.2/- (Rupees two only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board or Management Committee of Board, in the proportion of 1 (one) equity share for every 1 (one) existing equity share held by the Members.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the ‘Record Date’ (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold equity shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares in physical certificate form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Indians, Foreign Portfolio Investors (FPI), Foreign Institutional Investors (FIIs) and other foreign investors, be subject to the approval of the Reserve Bank of India and such other Regulatory authorities, as may be necessary.



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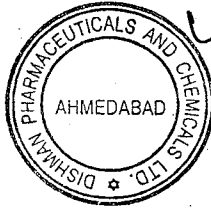
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RESOLVED FURTHER THAT the Board or Management Committee of Board of Directors be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the securities of the Company are listed, with the concerned Stock Exchanges as per the applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board or Management Committee of Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board or Management Committee of Board may in its absolute discretion deem fit.”

For, Dishman Pharmaceuticals and Chemicals Ltd.

Place: Ahmedabad
Date : 21/04/2016



Arpit J. Vyas
Managing Director & CFO

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COPY OF THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY THE MEMBERS OF DISHMAN PHARMACEUTICALS AND CHEMICALS LIMITED AND RESULT OF POSTAL BALLOT DECLARED ON THURSDAY THE 21ST DAY OF APRIL, 2016 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT BHADR-RAJ CHAMBERS, SWASTIK CROSS ROADS, NAVRANGPURA, AHMEDABAD – 380009 AT 04.00 P.M.

ITEM NOS. 1, 2 & 3

The equity shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of your Company in their meeting held on February 24, 2016, have recommended subject to approval of the Members, for the issue of Bonus Shares to the existing holders of Equity Shares of the Company in the ratio of 1 (one) equity share for every 1 (one) equity share held, as on a record date to be determined by the Board/Management Committee of Board.

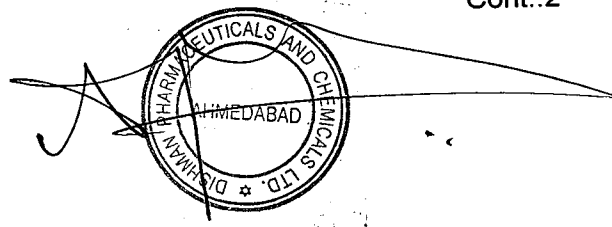
The existing issued, Subscribed and Paid-up Share Capital of the Company shall be increased after capitalization of such sum as may be required from the Securities Premium Account/ General reserves or any other permitted reserves of the Company as per the Audited Financial Statements of the Company.

Presently, the Authorized Share Capital of your Company is Rs.20.00 crores divided into 10,00,00,000 equity shares of Rs.2/- each. The issue of bonus shares as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company, such that the authorized capital is increased to Rs.33.00 crores divided into 16,50,00,000 equity shares of Rs.2/- each.

The bonus issue of equity shares, Increase in authorized capital and alteration of Clause V of the Memorandum of Association of the Company are subject to Members' approval in terms of Sections 61, 13, and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Accordingly, the resolutions in Item Nos. 1, 2 and 3 of the Postal Ballot Notice seek Members' approval for capitalization of the amount standing to the credit of the Securities Premium Account/ General reserves or any other permitted reserves and issue of bonus shares on the terms and conditions set out in the resolution and consequential change in Authorized Share Capital and amendment to the Clause V of Memorandum of Association of the Company.

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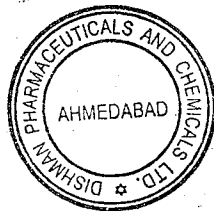
The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on its Register of Members on the Record Date as determined by the Board of Directors or Management Committee of Board of Directors of your Company. The Bonus Shares so allotted shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

No Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution at Item Nos. 1, 2 and 3 of the Notice except to the extent of their shareholding in the Company.

The Board recommends the resolutions set forth in Item Nos.1, 2 and 3 for the approval of the Members.

For, Dishman Pharmaceuticals and Chemicals Ltd.

Place: Ahmedabad
Date : 21/04/2016



Arpit J. Vyas
Managing Director & CFO

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