



NOTICE

NOTICE is hereby given that the EIGHTEENTH ANNUAL GENERAL MEETING of the Members of the Company will be held on Tuesday, the 30th day of September, 2014 at 09:30 A.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, 2014, the Statement of Profit and Loss for the year ended on that date, together with Report of Auditors and Directors thereon.
2. To appoint Auditors for the year 2014-2015 and to fix their remuneration.

Special Business:

3. 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 schedule XIII and other applicable provisions of the Companies Act, 1956, and/or Companies Act, 2013 and Schedules/Rules thereto and subject to the approval of Central Government /or any other authority, as may be required, the consent of the Members be and is hereby accorded to approve/ratify and confirm the payment of ₹ 8,00,000/- (Rupees eight lac only) per month [not includes contribution to Provident fund, Gratuity and Leave encashment] for the period 1st April, 2013 to 31st August, 2013 to Mr. Pranav Gupta, Chairman & Managing Director, as minimum remuneration."
4. 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 schedule XIII and other applicable provisions of the Companies Act, 1956, and/or Companies Act, 2013 and Schedules/Rules thereto and subject to the approval of Central Government /or any other authority, as may be required, the consent of the Members be and is hereby accorded to approve/ratify and confirm the payment of ₹ 7,00,000/- (Rupees seven lac only) per month [not includes contribution to Provident fund, Gratuity and Leave encashment] for the period 1st April, 2013 to 31st August, 2013 to Mr. Vineet Gupta, Whole Time Director of the Company, as minimum remuneration."
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 the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Arun Mathur (holding DIN No. 02074081), Non-Executive Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 30th September, 2017, whose office shall not be liable to retire by rotation".
6. 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, Mr. Jagjit Singh Chahal (holding DIN No. 06906773), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 14, 2014, pursuant to the Articles of Association of the Company and Section 161(1) of the Companies Act, 2013, and who holds office upto 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 Mr. Jagjit Singh Chahal as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company to hold office for a term up to 30th September, 2017, whose office shall not be liable to retire by rotation".
7. 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 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of business of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that, the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed ₹ 1500 Crore (Rupees One Thousand Five Hundred Crore only).



“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the above resolution.”

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 Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors to mortgage and/or charge in addition to the mortgages/ charges created /to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency and/or in rupee currency) working capital limits and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, in one or more trenches, upto an aggregate limit of ₹ 1500 Crore (Rupees One Thousand Five Hundred Crore only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the respective loan agreement(s), heads of agreement(s), debenture trust deed(s) or loan agreements or any other document entered into/ to be entered into between the Company and the lender(s)/ investor(s)/agent(s) and/or trustee(s) in respect of the aforesaid and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that and agreed to between the Board of Directors or any Committees thereof and the lender(s), agent(s), and/or trustee(s).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the documents and such other agreements for creation of charge as aforesaid and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for giving effect to the above resolution.”

9. 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 Financial Year ending on March 31, 2015 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. 6 & 7 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 27th September, 2014 to 30th September, 2014 (Both days inclusive).
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 3 to 9 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/Company. 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 Annual General Meeting.

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

- (i) The voting period begins on **24th September 2014 from 9.00 A.M.** and ends on **26th September 2014 at 6.00 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 (record date), **29th August, 2014**, 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 during the voting period.
- (iii) Click on "Shareholders" tab.
- (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"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits, enter the applicable number of 0's before the folio number. For example: If your name is Ramesh kumar with folio number 1234 then enter RA00001234 in the PAN field. • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/NSDL client id. For example: In case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is RA00001234.
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 i.e. 140828042 Parabolic Drugs Limited 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 Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 they have to create 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.

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) Phase-I,
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,
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.in

11. DISCLOSURE OF THE NOTICE TO MEMBERS

The disclosure is being given in connection with the Postal Ballot Notice dated 14-11-2013 for consent of the Members of Parabolic Drugs Limited for seeking your approval for the one of the item of the said Notice, to issue and allot 18055556 Equity shares of ₹ 10/- each at a price of ₹ 14.40/- per share (including premium of ₹ 4.40/- per share) to the Promoters/ Promoters’ Associates of the Company, on preferential basis through Postal Ballot Notice dated 14-11-2013 to the Members of the Company.

Item no. 2 of the Explanatory statement of the said notice had inadvertently omitted to provide the details of the proposed allottees and of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control the proposed allottees which is being provided here below. Item no. 2 of the Explanatory statement of the said notice should be read along with the following:

Sr. No.	Name of the Proposed Allottee	No. of Shares to be allotted	In case of proposed Allottee is not natural person than name of Ultimate Beneficial Owner	Pre-allotment		Post – Allotment	
				No. of Shares	% Share holding	No. of Shares	% Share holding
	Promoters/Promoters' Associates						
1	Pranav Gupta	47,07,778	NA	8,24,100	1.33	55,31,878	6.91
2	Vineet Gupta	35,16,180	NA	7,01,550	1.13	42,17,730	5.27
3	Rama Gupta	5,69,445	NA	2,29,650	0.37	7,99,095	0.99
4	Parabolic Infrastructure Pvt Ltd	60,19,098	Vineet Gupta, HUF (holding 29.70 %) [Vineet Gupta-Karta, Akrita Kalra, Naima Kalra Gupta, keya Kalra Gupta –Coparceners] Pranav Gupta, HUF (holding 45.69 %) [Pranav Gupta-Karta, Deepali Gupta, Paarth Gupta, Mehul Gupta–Coparceners].	59,34,771	9.58	1,19,53,869	14.95
5	PNG Trading Pvt Ltd	6,31,944	Vineet Gupta, HUF (holding 37.59 %) [Vineet Gupta-Karta, Akrita Kalra, Naima Kalra Gupta, keya Kalra Gupta – Coparceners] Pranav Gupta, HUF (holding 37.59 %) [Pranav Gupta-Karta, Deepali Gupta, Paarth Gupta, Mehul Gupta – Coparceners]	1,41,71,836	22.90	1,48,03,780	18.51
6	Kenam Education Services Pvt Ltd	22,63,889	Pranav Gupta, HUF (4.39%) Deepti Bansal (4.39%) Tarsem Lal Sondhi (15.79%) Ram Babu Sharma (3.51%) (None of the natural or un-natural persons hold 25 % or more shares)	Nil		22,63,889	2.83
7	Trackball Technology Pvt Ltd	3,47,222	C H Goel (0.36%) Achla Goel(0.36%) Tarsem Lal (0.75%) Ram Babu Sharma (1.78%) Ashok chaudhary (0.18%) (None of the natural or un-natural persons hold 25 % or more shares)	Nil		3,47,222	0.43
	Total	18055556		21861907		39917463	
	Total Share Capital			6,18,92,014		7,99,47,570	

The lock in of shares allotted pursuant to the preferential allotment shall be locked in from the date of trading approval of the exchange instead of date of allotment.

All other contents of the notice to the members remain the same as before. We regret the inconvenience caused to all the members of the Company.

Annexure to the Notice:

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

ITEM No. 3 of the Special Business

The Members vide their resolution dated 27.08.2008 had re-appointed Mr. Pranav Gupta as Chairman & Managing Director of the Company for a period of five years w.e.f. 1st September, 2008 to 31st August, 2013 on a salary of ₹ 4,00,000/- per month and other perquisites. The Members vide their resolution dated 29th September, 2011 had approved the enhancement of salary of Mr. Pranav Gupta to ₹ 8, 00,000.00 per month with an increase of 15 % per annum + Commission @ 2% of the net profits, subject to the total remuneration being within the limits as prescribed in Schedule XIII of the Companies Act, 1956 and other perquisites like Medical Reimbursement, Club Fees, Official Car and Phone etc, subject to such perquisites being restricted to an amount equal to one year's salary, w.e.f. 1st October, 2010 till the remaining period of five years i.e. upto 31st August, 2013.

As there is net loss in the Company in the financial year 2012-13 and also in the first quarter of financial year 2013-14, the remuneration payable to Mr. Pranav Gupta, Chairman & Managing Director is subject to the conditions of Section II of part II



of the schedule XIII of the Companies Act, 1956. The Board of Directors and the Remuneration committee in their respective meetings had recommended and approved the payment of remuneration to Mr. Pranav Gupta, Chairman and Managing Director for the period 1st April, 2013 to 31st August, 2013 not to exceed ₹ 8,00,000 (Rupees eight lac only) per month (not includes contribution to provident fund, gratuity and encashment of leave) subject to the approval of the members and the Central Government or any other authority, if any required. Accordingly your approval/ ratification is solicited.

The information required under Section II of Part II of Schedule XIII of the Companies Act, 1956 is given hereunder:

I. GENERAL INFORMATION

1. **Nature of Industry:** Manufactures Drugs and Generics.
2. **Date of commencement of commercial production:** The Company commenced commercial production during the year February, 1998
3. **In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
4. **Financial performance based on given indicators:**

	₹ in Million		
Particulars	2013-14	2012-13	2011-12
Net sales and other income	4467	8280.69	10123.08
Profit before tax	(2200)	(1950.16)	664.41
Profit after tax	(1317)	(1397.62)	512.12

5. **Export performance and net foreign exchange earning:**
During the year 2013-14, exports of the Company have been ₹ 2037.77 million
6. **Foreign investors or collaborators, if any:** None

II. INFORMATION ABOUT THE APPOINTEE:

Background details:

Mr. Pranav Gupta, aged 47 years, holds a bachelors' degree in technology (mechanical engineering) from Thapar Engineering College, Patiala and holds a masters' degree in business administration from the University of Kansas, USA. Before moving to India in 1994, he worked with the Ford Motor Company, USA as a financial analyst in the area of strategic finance, investment banking and planning. He has a rich experience of over 19 years in the pharmaceutical industry having vast exposure of commercial activities of the pharmaceutical products.

Past remuneration:

Mr. Pranav Gupta, as Managing Director was paid a remuneration of ₹ 8,00,000 per month during the financial Year 2012-13.

Job profile and his suitability:

Mr. Pranav Gupta is responsible for the domestic as well as international markets and day to day management of the Company. He is also responsible for the overall well being of the Company.

Remuneration proposed:

The Remuneration Committee and Board of Directors had approved to pay him a monthly salary of ₹ 8,00,000 for the period 1st April, 2013 to 31st August, 2013, as minimum remuneration.

Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person:

The salary structure of the managerial personnel has undergone a major change in the Industry in the recent past. Keeping in view, the type of Industry, size of the Company, the responsibilities and capabilities of Mr. Pranav Gupta, the proposed remuneration is reasonable as compared with remuneration paid by such other companies for such positions.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Mr. Pranav Gupta, Promoter Director is holding 824100 equity shares of the company and is a relative of Mr. Vineet Gupta, Whole Time Director of the company.

III. OTHER INFORMATION:

Reasons of loss:

The Company has incurred losses during last fiscal due to high interest rates, revaluation of semi finished stock because of

quality and eroded market prices coupled with macro factors like sharp Rupee depreciation and slowdown in the domestic and world economy at large.

Steps taken/proposed to be taken for improvement:

The Company has strengthened its marketing network and has signed MOUs for large scale Contract Manufacturing contract for overseas supply and strategically is well positioned to guarantee its commitment. The company has also made a reference to the Capital Debt Restructuring Cell for financial restructuring and the said restructuring proposal of the company has been approved and the company has got relief in terms of interest rates and moratorium period and rescheduling of term loans etc.

Expected increase in productivity and profits in measurable terms:

Due to the steps taken by the Company to strengthen its market network, both domestic as well as overseas, together with overcoming of slowdown by the economy, it is expected that the Company will improve its profitability in times to come.

IV. DISCLOSURES:

All the relevant information pertaining to the Whole time Director and other Directors of the Company required to be disclosed in the Directors' Report under the heading "Corporate Governance", are attached to the Annual Report.

MEMORANDUM OF INTEREST:

None of the Directors except Mr. Pranav Gupta and Mr. Vineet Gupta, being relative of Mr. Pranav Gupta is concerned or interested in the resolution.

ITEM No. 4 of the Special Business

The Members vide their resolution dated 27.08.2008 had re-appointed Mr. Vineet Gupta as Whole time Director of the Company for a period of five years w.e.f. 1st September, 2008 to 31st August, 2013 on a salary of ₹ 3,50,000 /- per month and other perquisites. The Members vide their resolution dated 29th September, 2011 had approved the enhancement of salary of Mr. Vineet Gupta to ₹ 7,00,000.00 per month with an increase of 15% per annum + Commission @ 2% of the net profits, subject to the total remuneration being within the limits as prescribed in Schedule XIII of the Companies Act, 1956 and other perquisites like Medical Reimbursement, Club Fees, Official Car and Phone etc., subject to such perquisites being restricted to an amount equal to one year's salary, w.e.f. 1st October, 2010 till the remaining period of five years i.e. upto 31st August, 2013.

As there is net loss in the Company in the financial year 2012-13 and also in the first quarter of financial year 2013-14, the remuneration payable to Mr. Vineet Gupta, Whole time Director is subject to the conditions of Section II of part II of the schedule XIII of the Companies Act, 1956. The Board of Directors and the Remuneration committee in their respective meetings had recommended and approved the payment of remuneration to Mr. Vineet Gupta, Whole time Director for the period 1st April, 2013 to 31st August, 2013 not to exceed ₹ 7,00,000 (Rupees seven lac only) per month (not includes contribution to provident fund, gratuity and encashment of leave) subject to the approval of the members and the Central Government or any other authority, if any required. Accordingly your approval/ ratification is solicited.

The information required under Section II of Part II of Schedule XIII of the Companies Act, 1956 is given hereunder:

I. GENERAL INFORMATION:

1. **Nature of Industry:** Manufactures Drugs and Generics.
2. **Date of commencement of commercial production:** The Company commenced commercial production during the year February, 1998.
3. **In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
4. **Financial performance based on given indicators:**

(₹ In Million)

Particulars	2013-14	2012-13	2011-12
Net sales and other income	4467	8280.69	10123.08
Profit before tax	(2200)	(1950.16)	664.41
Profit after tax	(1317)	(1397.62)	512.12

5. Export performance and net foreign exchange earning:

During the year 2013-14, exports of the Company have been ₹ 2037.77 million



6. Foreign investors or collaborators, if any: None

II. INFORMATION ABOUT THE APPOINTEE:

Background details:

Mr. Vineet Gupta, aged 45 years, holds a bachelors' degree in technology (mechanical engineering) from the Indian Institute of Technology, New Delhi. He has a vast experience of more than 17 years in the Pharmaceutical Industry and is involved in developing the marketing network of the Company's products in India as well as abroad. He also takes care of the investors' related activities of the Company.

Past remuneration:

Mr. Vineet Gupta, as Whole time Director was paid a remuneration of ₹ 7, 00,000 per month during the Financial Year 2012-13.

Job profile and his suitability:

Mr. Vineet Gupta is responsible for the domestic as well as international market of the Company's products. He also takes care of the investors' related activities of the Company.

Remuneration proposed:

The Remuneration Committee and Board of Directors had approved to pay him a monthly salary of ₹ 7,00,000 for the period 1st April, 2013 to 31st August, 2013, as minimum remuneration.

Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person:

The salary structure of the managerial personnel has undergone a major change in the Industry in the recent past. Keeping in view, the type of Industry, size of the Company, the responsibilities and capabilities of Mr. Vineet Gupta, the proposed remuneration is reasonable as compared with remuneration paid by such other companies for such positions.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel:

Mr. Vineet Gupta, Promoter Director is holding 701550 equity shares of the company and is a relative of Mr. Pranav Gupta, Chairman & Managing Director of the company.

OTHER INFORMATION:

Reasons of loss:

The Company has incurred losses during last fiscal due to high interest rates, revaluation of semi finished stock because of quality and eroded market prices coupled with macro factors like sharp Rupee depreciation and slowdown in the domestic and world economy at large.

Steps taken/proposed to be taken for improvement:

The Company has strengthened its marketing network and has signed MOUs for large scale Contract Manufacturing contract for overseas supply and strategically is well positioned to guarantee its commitment. The company has also made a reference to the Capital Debt Restructuring Cell for financial restructuring and the said restructuring proposal of the company has been approved and the company has got relief in terms of interest rates and moratorium period and rescheduling of term loans etc.

Expected increase in productivity and profits in measurable terms:

Due to the steps taken by the Company to strengthen its market network, both domestic as well as overseas, together with overcoming of slowdown by the economy, it is expected that the Company will improve its profitability in times to come.

IV. DISCLOSURES:

All the relevant information pertaining to the Whole time Director and other Directors of the Company required to be disclosed in the Directors' Report under the heading "Corporate Governance", are attached to the Annual Report.

MEMORANDUM OF INTEREST:

None of the Directors except Mr. Vineet Gupta and Mr. Pranav Gupta being relative of Mr. Vineet Gupta, is concerned or interested in the resolution.

ITEM No. 5 of the Special Business

Mr. Arun Mathur is a Non-Executive Independent Director of the Company. He joined the Board of Directors in March 2008. Mr. Arun Mathur retires by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act, 1956 and is eligible for re-appointment.

Mr. Arun Mathur 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 Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, Mr. Arun Mathur being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director to hold office for a term up to 30th September, 2017. 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 ₹ 1,00,000/- proposing the candidature of Mr. Arun Mathur 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, Mr. Arun Mathur, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Arun Mathur as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM. The Board considers that his continued association would be of immense benefit to the Company.

The resolution seeks the approval of members for the appointment of Mr. Arun Mathur as an Independent Director of the Company up to 30th September, 2017, pursuant to applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

No Director, Key Managerial personnel or their relatives, except Mr. Arun Mathur, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

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

ITEM No. 6 of the Special Business

The Board of Directors at their meeting held on August 14, 2014 appointed Mr. Jagjit Singh Chahal as an Additional Director of the Company to take effect from 14th August, 2014. Mr. Jagjit Singh Chahal holds office up to the date of the ensuing Annual General Meeting.

Mr. Jagjit Singh Chahal 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 Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, Mr. Jagjit Singh Chahal, being eligible and seeking appointment, is proposed to be appointed as an Independent Director to hold office for a term up to 30th September, 2017. 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 ₹ 1,00,000/- proposing the candidature of Mr. Jagjit Singh Chahal 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, Mr. Jagjit Singh Chahal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Jagjit Singh Chahal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the 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 Mr. Jagjit Singh Chahal as an Independent Director of the Company up to 30th September, 2017, pursuant to applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

No Director, Key Managerial personnel or their relatives, except Mr. Jagjit Singh Chahal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

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

ITEM No. 7 of the Special Business

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by a Special Resolution in General Meeting, borrow monies, apart from temporary loans obtained from Company's bankers in the ordinary course of business, in excess of aggregate of the paid-up capital and its free reserves, that is to say, reserves not set for any specific purpose.

Presently, the Company has power to borrow the monies up to ₹ 1000 Crore (Rupees One Thousand Crore only) apart from the temporary loans. Keeping in view of the Company's business requirements, it is considered desirable to increase the said borrowing powers to ₹ 1500 Crore (Rupees One Thousand Five Hundred Crore only)

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No. 7 of the Notice.

ITEM No. 8 of the Special Business

The Company is required to create charges over its assets, movable and immovable properties by way of hypothecation, mortgage, assignment, lien, pledge etc. in favour of its lenders for the purpose of securing the loan facilities and/or working capital limits extended/ to be extended by the lenders to the Company. Further, upon occurrence of default under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, movable and immovable properties including the power to take over the management of business and concern of the Company in certain events of default.

Section 180(1)(a) of the Companies Act, 2013 provides inter alia, that the Board of Directors shall not, without the consent of the Company by a Special Resolution in the general meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking.

Since the mortgage by the Company of its assets as aforesaid in favour of the lender(s) may be regarded as disposal of the Company's properties/ undertakings, the approval of the members is being sought under Section 180(1) (a) of the Companies Act, 2013 for creating the said charge.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No. 8 of the Notice.

ITEM No. 9 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., Cost Auditors, as the Cost Auditors of the Company to conduct Cost Audits relating to cost accounts of the Company for the Financial Year ending 31st March, 2015, at a remuneration plus out-of-pocket expenses as may be decided by Chairman & Managing Director of the Company.

M/s. Anil Sharma & Co. have 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. 9 of the Notice.

By Order of the Board

Vipin Gupta

Vice-President & Company Secretary

Place: Chandigarh

Date: 14.08.2014

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. Arun Mathur	Mr. Jagjit Singh Chahal
Date of Birth	27 th June, 1948	5 th February, 1951
Date of Appointment	14 th March, 2008	14 th August, 2014
Expertise in specific functional area	Chemicals & Pharmaceuticals	Retired as Gazetted Officer from Haryana Govt. He has expertise in the field of Civil Engineering having experience of more than 30 years
Qualification	B.Tech (Chemical)	B.E (Civil)
Directorship of other companies	Nil	Nil
Chairmanships/Memberships of Board Committee of other companies	Nil	Nil
Number of shares held	Nil	Nil



Parabolic Drugs Limited

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

ATTENDANCE SLIP

I hereby record my presence at the 18th Annual General Meeting of the above named Company being held at PHD House, Sector 31 A, Chandigarh at 09.30 A.M. on Tuesday, the 30th day of September, 2014.

.....
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.



PROXY FORM

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

CIN No. L24231CH1996PLC017755
 Name of the Company: Parabolic Drugs Limited
 Registered Address: S.C.O. 99-100, Top Floor, Sector 17 B Chandigarh
 Name of the member (s):
 Registered address:
 E-mail ID:
 Folio No./Client ID:
 DP ID:

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

- Name:
Address:
E-mail Id:
Signature....., or failing him
- Name:
Address:
E-mail Id:
Signature....., or failing him
- 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 18th Annual General Meeting of the Company, to be held on the 30th day of September at 09.30 A.M. at PHD House, Sector 31 A, Chandigarh and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS

Ordinary Business:
1. Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 together with the Report of Board of Directors and Auditors thereon.
2. Appointment of Auditors for the year 2014-15 and fixation of their remuneration.
Special Business:
3. Approval/ratification of the remuneration paid by the Company to Mr. Pranav Gupta for the period 1st April, 2013 to 31st August, 2013.
4. Approval/ratification of the remuneration paid by the Company to Mr. Vineet Gupta for the period 1st April, 2013 to 31st August, 2013.
5. Appointment of Mr. Arun Mathur, the Director retiring by rotation, as an Independent Director.
6. Appointment of Mr. Jagjit Singh Chahal as an Independent Director of the Company.
7. Authority to the Board of Directors to borrow money in terms of Section 180(1)(c) of the Companies Act, 2013.
8. Authority to the Board of Directors to create securities in respect of the borrowings of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013.
9. Appointment of Cost Auditor of the Company for the Financial Year 2014-15.

Signed thisday of.....2014



Signature of Proxy holder(s)

Signature of shareholder

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

