

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AAREY DRUGS & PHARMACEUTICALS LIMITED WILL BE HELD ON 25<sup>TH</sup> SEPTEMBER, 2015 AT E-34, MIDC, TARAPUR, BOISAR, DIST. THANE AT 9.30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

1. **ORDINARY BUSINESS:**  
To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2015, the Balance sheet as on that date and the reports of Directors and Auditors thereon.  
"RESOLVED THAT the Audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2015, the Balance sheet as on that date and the reports of Directors and Auditors thereon be and hereby approved."
2. To appoint a Director in place of Mr. Jagdish K. Shah, who retires by rotation and, being eligible, offers himself for re-appointment.  
"RESOLVED THAT Mr. Jagdish K. Shah who retires by rotation at this Annual General Meeting be and is hereby appointed as Director of the Company, liable to retire by rotation."
3. To appoint M/s. DMKH and company, as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting and authorise the Board of Directors to fix their remuneration.  
"RESOLVED THAT that pursuant to the provisions of section 139 and any other applicable provisions of the Companies Act, 2013 M/s. DMKH and Company, Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold office from conclusion of this meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting to be held in the calendar year 2019 subject to ratification by the members at every Annual General Meeting and that the Board of Directors are be and hereby authorized to fix their remuneration."
4. **SPECIAL BUSINESS**  
Appointment of Smt. Damyanti P. Ghatalia as Director.  
To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-  
"RESOLVED THAT Smt. Damyanti P. Ghatalia (DIN: 05288741), who was appointed an Additional Director of the Company with effect from 14th February, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company."
5. Re-Appointment of Mr. Chetan K. Mehta as Independent Director.  
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, 152, 160 and other applicable provisions, of the Companies Act, 2013 ("Act"), and under clause 49 of the Listing Agreement, Mr. Chetan Mehta in respect of whom the Company has, as required by Section 149(6) of the Companies Act 2013, received a notice in writing under Section 160 of the Act, 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 5(Five) consecutive years for a term upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2020 and is not subject to retire by rotation."
6. Re-Appointment of Mr. Satish M. Sheath as Independent Director.  
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, 152, 160 and other applicable provisions, of the Companies Act, 2013 ("Act"), and under clause 49 of the Listing Agreement, Mr. Satish M. Sheath in respect of whom the Company has, as required by Section 149(6) of the Companies Act 2013, received a notice in writing under Section 160 of the Act, 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 5(Five) consecutive years for a term upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2020 and is not subject to retire by rotation."

7. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification (re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect."  
"RESOLVED FURTHER THAT Mr. Mihir R. Ghatalia, Managing Director of the Company and Mr. Rajesh P. Ghatalia, Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary proper or expedient to give effect to this resolution."

8. Adoption of new set of Memorandum of Association.  
To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification (re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect."  
"RESOLVED FURTHER THAT Mr. Mihir R. Ghatalia, Managing Director of the Company and Mr. Rajesh P. Ghatalia, Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary proper or expedient to give effect to this resolution."

By order of the Board of Directors  
**FOR AAREY DRUGS & PHARMACEUTICALS LIMITE**  
  
Mihir R. Ghatalia  
Managing Director

**REGISTERED OFFICE :**  
E-34, MIDC, BOISAR,  
TARAPUR, DIST. THANE  
  
Date : 14<sup>th</sup> August, 2015  
Place : Mumbai