

NOTICE

NOTICE is hereby given that the **TWENTIETH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Thursday, the 29th day of September, 2016 at 9.30 A.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, 2016, 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. Pranav 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 2016-2017 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, Mr. Sanjeev Kumar (holding DIN No. 07372338), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on December 17th, 2015, 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 Mr. Sanjeev Kumar 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 office for a term up to 30th September, 2017.”

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, 2017 at a remuneration plus out-of-pocket expenses as may be decided by Chairman & Managing Director of the Company.

6. 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 sections 196,197,198,203, schedule V and any other applicable provisions if any, of the Companies Act, 2013, or any amendment or modifications or any re-enactment thereof and subject to such approvals as may be required, Mr. Pranav Gupta be and is hereby appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st September, 2016 to 31st August, 2019 at the remuneration and perquisites as detailed below

S.NO.	REMUNERATION	DETAILS
I.	Salary	Salary will be Rs.2,50,000 per month
II	Perquisites	The perquisites shall be allowed in addition to salary. However, such perquisites shall be restricted to an amount equal to one year's salary as per details given below :-
a)	Medical Re-imburement	Expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, subject to a ceiling of one month's salary in a year.
b)	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
c)	Personal Accident Insurance	Premium not to exceed Rs.5,000/- per annum.
d)	Provident Fund	Contribution to provident fund will not be included in the computation of the ceiling on perquisites to the extent is not taxable under the Income-Tax Act, 1961. The said contribution shall also be subject to the rules framed by the Company in this regard.
e)	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service and this shall not be included in the computation of ceiling on perquisites. This will however, be subject to the ceiling prescribed by the Central Government from time to time.
f)	Telephone & Car	Free use of Company's car for official work along with Driver and two telephones including mobile at Company's cost.

Explanation:

“Family” means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to amend any term /condition of the said appointment or as may be required in terms of approval of Central Government and agreed to by the appointee and to do all acts, things and deeds as may be deemed necessary to give effect to the appointment of Mr. Pranav Gupta as Managing Director.

RESOLVED FURTHER THAT Mr. Jagjit Singh Chahal, Director, be and is hereby authorised to execute an agreement on behalf of the Company with Mr. Pranav Gupta subject to such changes or modifications as may be approved by the members and Central Government and agreed to by the Board and by the appointee.

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 sections 196,197,198,203, schedule V and any other applicable provisions if any, of the Companies Act, 2013, or any amendment or modifications or any re-enactment thereof and subject to such approvals as may be required, Mr. Vineet Gupta be and is hereby appointed as Whole Time Director of the Company for a period of 3 years w.e.f. 1st September, 2016 to 31st August, 2019 and Mr. Vineet Gupta shall not be entitled to any salary, commission or perquisites, however, he shall be reimbursed all expenses as may be incurred by him regarding all business promotion activities of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised, to amend any term /condition of the said appointment or as may be required in terms of approval of Central Government and agreed to by the appointee and to do all acts, things and deeds as may be deemed necessary to give effect to the appointment of Mr. Vineet Gupta as Whole Time Director.

RESOLVED FURTHER THAT Mr. Jagjit Singh Chahal, Director, be and is hereby authorised to execute an agreement on behalf of the Company with Mr. Vineet Gupta subject to such changes or modifications as may be approved by the members and Central Government and agreed to by the Board and by the appointee.

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, 2016 to 29th September, 2016 (Both days inclusive).
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 4 to 7 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 **26th September, 2016 from 9.00 A.M. and ends on 28th September, 2016 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) of **22nd September, 2016** 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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 i.e. 160810015 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 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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.in

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 December 17, 2015 appointed Mr. Sanjeev Kumar as an Additional Director of the Company to take effect from 17th December, 2015. Mr. Sanjeev Kumar holds office up to the date of the ensuing Annual General Meeting.

Mr. Sanjeev Kumar is a member of the Nomination & Remuneration Committee, Risk Management 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, Mr. Sanjeev Kumar, 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 Rs. 1,00,000/- proposing the candidature of Mr. Sanjeev Kumar 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. Sanjeev Kumar, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and he is independent of the Management. A Copy of the draft letter for appointment of Mr. Sanjeev Kumar 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 Mr. Sanjeev Kumar 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 thereunder. He is not liable to retire by rotation.

No Director, Key Managerial personnel or their relatives, except Mr. Sanjeev Kumar, 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.

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, 2017, 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. 5 of the Notice.

ITEM No. 6 of the Special Business

Mr. Pranav Gupta was appointed as the Managing Director of the Company for a period of 3 years w.e.f 1st September 2013 to 31st August 2016, pursuant to the provisions of Section 269, Schedule XIII and other applicable provisions of the Companies Act, 1956. The term of office of Mr. Pranav Gupta is expiring on 31st August 2016. Considering the active involvement and severe hard work put by Mr. Pranav Gupta in the Company, the Board of Directors in its meeting held on 13.08.2016 has approved the appointment of Mr. Pranav Gupta as Managing Director and remuneration payable to him for a further period of three years with effect from 1st September 2016 to 31st August 2019. The Remuneration Committee has also approved the terms of appointment and remuneration of Mr. Pranav Gupta as stated in the resolution. The said appointment and remuneration is pursuant to Section 196,197,198,203 read with Schedule V of the Companies Act, 2013 and subject to the approval of members and Central Government as may be required. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

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

ITEM No. 7 of the Special Business

Mr. Vineet Gupta was appointed as Whole-time Director of the Company for a period of 3 years w.e.f 1st September 2013 to 31st August 2016, pursuant to the provisions of Section 269, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956. The term of office of Mr. Vineet Gupta expired on 31st August 2016. Considering the active involvement and severe hard work put by Mr. Vineet Gupta in the Company, the Board of Directors in its meeting held on 13.08.2016 has approved the appointment of Mr. Vineet Gupta as Whole Time Director, for a further period of three years with effect from 1st September 2016 to 31st August 2019. The Remuneration Committee has also approved the terms of appointment and remuneration of Mr. Vineet Gupta as stated in the resolution. The said appointment and remuneration is pursuant to Section 196,197,198,203 read with schedule V of the Companies Act, 2013 and subject to the approval of members and Central Government as may be required. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

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

By Order of the Board

Place: Chandigarh
Date: 13.08.2016

Pranav Gupta
Managing Director

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 29, 2016 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015

Name of the Director	Mr. Vineet Gupta	Mr. Sanjeev Kumar	Mr. Pranav Gupta
Date of Birth	24 th July, 1969	21 st September, 1985	26 th February, 1967
Date of Appointment	1 st November, 1997	17 th December, 2015	1 st November, 1997
Relationship with Directors and Key Managerial Personnel	Relative of Mr. Pranav Gupta	None	Relative of Mr. Vineet Gupta
Expertise in specific functional area	Pharmaceuticals and Education	Accountancy	Pharmaceuticals
Qualification	B.Tech (Mechanical)	Chartered Accountant	M.B.A & ENGG. (Mechanical)
Directorship of other companies	7	NIL	7
Chairmanships/Memberships of Board Committee of other companies	Nil	3	1
Number of shares held	701500	Nil	824100