



PLETHICO PHARMACEUTICALS LTD.

Registered Office : A.B. Road, Manglia-453 771, Dist.- Indore (M.P.)

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **Plethico Pharmaceuticals Limited** will be held on Friday, the 5th April, 2013 at 9.30 AM at the Registered office of the Company at A. B. Road, Manglia- 453 771, Indore (M.P.), India to transact the following business:

SPECIAL BUSINESS:

1. Increase in limit of investment by Foreign Institutional Investors (FIIs) in the Company's Equity Share Capital.

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 Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and all other applicable rules/regulations/guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors ("FIIs") registered with The Securities and Exchange Board of India ("SEBI") to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares of the Company up to an aggregate limit of 74% (Seventy Four per cent) of the paid up Equity share capital of the Company for the time being; provided, however, that the equity shareholding of each FII on its own account and on behalf of each of SEBI approved sub-account in the Company shall not exceed 10% (Ten per cent) of the paid up equity share capital of the company or such limits as are or may be prescribed, from time to time, under applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Directors or Officer of the Company."

2. Increase in the borrowing limit of the Company.

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

"RESOLVED THAT in supersession of the Resolution passed at the Extra-ordinary General Meeting held on 31st March, 2009, the consent of the Company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall not exceed Rs.2,000 crore (Rupees Thousand Crores only) at any point of time on account of the principal."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a Committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/writing/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowings as aforesaid."

3. Approval of the members for waiver of recovery of excess remuneration paid to Mr. Shashikant Patel, Chairman and Managing Director of the company, subject to approval of Central Government, if any as may be required.

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 198, 269, 302, and 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the Act as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if any

as may be required, the consent of the members of the Company be and is hereby accorded to ratify and/or approve the payment of Rs.57,01,520/- made to Mr. Shashikant Patel, the Chairman and Managing Director of the Company in excess of the remuneration payable to him in accordance with the provisions of Schedule XIII of the Act for the Financial Year (1st Jan., 2010 to 31st Dec., 2010) ended 31st December, 2010”

“RESOLVED FURTHER THAT subject to the approval of Central Government, the recovery by the Company of the excess amount of Rs. 57,01,520/- paid to Mr. Shashikant Patel, Chairman & Managing Director for the Financial Year 2010, being the amount exceeding the statutory limits laid down under the provisions of section 198 and 309 of the Companies Act, 1956 arising as a consequence of inadequacy and/or absence of profits, be and is hereby waived.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby, authorized to make such application, to the Central Government pursuant to the provisions of Section 309 of the Act to give effect to this resolution and to do all such acts, matters, things and deed as may be required for and on behalf of the Company from time to time.”

By order of the Board of Directors
For Plethico Pharmaceuticals Limited

Place : Indore
Date : 1st March, 2013

Shashikant Patel
Chairman and Managing Director

Notes:

1. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, in respect of the Special Business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the Extraordinary General Meeting.
4. Members/proxies are requested to bring the attendance slip sent herewith, duly filled-in for attending the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members are requested to notify the Registrar and Share Transfer Agents - M/s Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400 078, of any change in their addresses so as to enable the Company to address future communications to their correct addresses.
7. As part of the “Green Initiative in Corporate Governance” introduced by the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively and also with reference to the e-mail sent to you in this regard on July 27, 2011, your Company has been sending all shareholder communications such as the notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report, etc., to shareholders in electronic form to the E-mail Id provided by them and made available to us by the Depositories. Members are requested to register their E-mail Id with their Depository Participant and inform them of any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its Registered Office or send an E-mail to plethicogogreen@linkintime.co.in by providing their DP Id and Client Id as reference.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956

1. Increase in limit of investment by Foreign Institutional Investors (FIIs) in the Company's Equity Share Capital.

At present, the aggregate investment of Foreign Institutional Investors (FIIs) in the Equity Shares of the Company stands at 5.50% of the paid-up equity share capital of the Company.

As per the provisions of the FEM (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 and applicable Master Circulars, the holding of the shares by FIIs/sub-accounts is subject to a limit of 24% of the paid up share capital of the Company. The same Regulations and applicable Master Circulars and the Consolidated FDI Policy issued by the Ministry of Commerce & Industry from time to time, provide that the limit for the holdings of the FIIs/sub accounts of the FIIs put together can be increased upto the prescribed sectoral cap or statutory ceilings, provided that such increase is approved by the Board of Directors and the shareholders through a Special Resolution to that effect by its general body.

Your company operates in the pharmaceuticals sector and as per the consolidated foreign direct investment policy effective from April 10, 2012 (“FDI Policy”), 100% foreign direct investment is allowed under the automatic route for Greenfield Investment (i.e Investment in New Companies) whereas 100% foreign direct investment is allowed under the Government route for Existing Companies. Foreign Investment Promotion Board (FIPB), Government of India, Ministry of Finance,

Department of Economic Affairs vide letter No. 46 (2012)/ 30(2012) dated 06th June, 2012 increase the limit of foreign equity participation upto 27.83% of the total paid capital of the Company. It is now proposed to further increase the limits of FII's to 74% of the paid up capital of the Company.

Your Directors wish to seek permission for the maximum permissible investment and also ensure compliance with the aforesaid Regulations and applicable Master Circulars and the Consolidated FDI Policy issued by the Ministry of Commerce & Industry from time to time, by enabling investment by the FIIs/sub accounts of FIIs upto a level of 74% of the paid up share capital of the Company. The proposed Resolution seeks your approval for increase of such limits.

The Board of Directors of your Company recommends the passing of this resolution by way of Special resolution.

None of the Directors of the Company is in any way concerned or interested in the resolution.

2. Increase in the borrowing limit of the Company.

Under Section 293(1)(d) of the Companies Act, 1956 ("Act"), the Board of Directors of a company cannot, except with the consent of the company in general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose. The Shareholders at the Extra-Ordinary General Meeting of the Company held on 31st March, 2009, had accorded their consent to the Board of Directors borrowing up to Rs. 1,200 crores.

In view of the increase volume of business and taking into account the requirement of additional funds, it is expected that the limit of Rs. 1,200 Crores sanctioned by the Shareholders will not be adequate. The consent of the Shareholders is therefore, sought in accordance with the provisions of Section 293(1)(d) of the Act, to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 2,000 crores in excess of and in addition to the paid up capital and free reserves of the Company for the time being.

The Board of Directors of your Company recommends the passing of this resolution by way of Ordinary resolution.

None of the Directors of the Company is in any way concerned or interested in the resolution.

3. Approval of the members for waiver of recovery of excess remuneration paid to Mr. Shashikant Patel, Chairman and Managing Director of the company, subject to approval of Central Government, if any as may be required.

As per Section 198 and 309 of the Companies Act, 1956 read with Schedule XIII, the Company can pay remuneration to one director upto 5% of the net profit and upto 10% all of them together, if there is more than one such director calculated as per Sections 349 & 350 of the Companies Act, 1956.

Due to inadequacy of profit /losses incurred during the Financial Year ended 31st December, 2010, the managerial remuneration paid to Mr. Shashikant Patel was considered in excess of the maximum permissible limit as prescribed under section 198, 309 read with Schedule XIII of the Companies Act, 1956. The excess remuneration paid to Mr. Shashikant Patel was Rs.57,01,520/- for the Financial Year 2010. As per the provisions of Section 309 of the Companies Act, 1956, any remuneration paid to a Director in excess of the maximum remuneration payable to him in accordance with the provisions of Schedule XIII of the Companies Act, 1956 is required to be refunded by the Director(s) to the Company, unless such requirement is waived by the Company pursuant to receipt of permission from the Central Government. The Board of Directors at its Meeting held on March 01, 2013 have noted the foregoing and opined that Mr. Shashikant Patel had requisite experience and expertise and contributed towards growth of the Company. The remuneration paid to them were in line with their long experience and expertise and have accordingly ratified, confirmed and approved, subject to the approval of the Shareholders and of the Central Government, the payment of aforesaid remuneration, in excess of the limits prescribed under section 309 read with Schedule XIII of the Act. An application in this regard, will be made to Central Government for seeking its approval for waiver of the requirement for recovery of excess remuneration paid to Mr. Shashikant Patel.

The Board of Directors of your Company recommends the passing of the resolution by way of special resolution.

Except Mr. Shashikant Patel, being the appointee and Mr. Chirag Patel and Mrs. Gauravi Parikh being relative, none of the Directors of the Company are concerned or interested in the resolution.

By order of the Board of Directors
For Plethico Pharmaceuticals Limited

Place : Indore
Date : 1st March, 2013

Shashikant Patel
Chairman and Managing Director

plethico PHARMACEUTICALS LTD.

Registered Office : A.B. Road, Manglia- 453 771, Dist.- Indore (M.P.)
(Please fill attendance slip and hand it over at the entrance of the meeting hall)

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

Full Name of the Member attending :

Full Name of Proxy:

(To be filled in if Proxy attends instead of the Member)

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on Friday, the 5th April, 2013 at 9.30 A.M. at the registered office of the company at A. B. Road, Manglia- 453 771, Indore (M.P.), India.

Ledger Folio No. :

DP ID* :

Nos. of Shares held

Client ID* :

Proxy's Signature

(Member's Signature)

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plethico PHARMACEUTICALS LTD.

Registered Office : A.B. Road, Manglia- 453 771, Dist.- Indore (M.P.)

PROXY FORM

EXTRA-ORDINARY GENERAL MEETING

I/We.....of.....in the district of being a member(s) of the above named Company hereby appoint of in the district of..... or failing him of in the district of as my/our proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the members of the Company to be held on Friday, the 5th April, 2013 at 9.30 A.M. at the registered office of the company at A. B. Road, Manglia- 453 771, Indore (M.P.), India and at any adjournment thereof.

Ledger Folio No. :

DP ID* :

Nos. of Shares held

Client ID* :

Signed this day of, 2013

- Note:**
1. A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself/herself and a Proxy need not be a member of the Company.
 2. The Proxy form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Extra Ordinary General Meeting.

Affix .
1 Rupee
Revenue
Stamp

*Applicable for investors holding shares in electronic form

Signature of Member (s)

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Book-Post

If undelivered please return to:

Plethico Pharmaceuticals Limited

A.B.Road, Manglia – 453 771, Indore (M.P.) INDIA

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