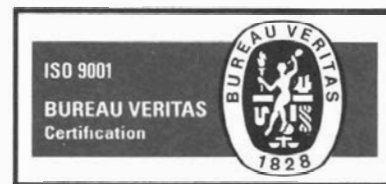




PARENTERAL DRUGS (INDIA) LTD.



Dated: 3rd October, 2012

To
National Stock Exchange of India Limited
Exchange Plaza,
Plot No.C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai-400 051

Dear Sir(s)

SUB:- Clause 31(d) of the Listing Agreement

Please find enclosed herewith proceedings of Annual General Meeting of the Company held on 29th September, 2012, in accordance with Clause 31(d) of the Listing Agreement.

This is for the information of the Exchange(s) and members thereof.

Kindly take the same on record.

Thanking You
Yours Sincerely
For Parenteral Drugs (India) Limited

Managing Director

Encl.: As Above

PARENTERAL DRUGS (INDIA) LIMITED

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PARENTERAL DRUGS (INDIA) LIMITED HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2012 AT 9.30 A.M. THE CLASSIQUE CLUB, BEHIND INFINITY MALL, LINK ROAD, OPPOSITE RAHEJA, OSHIWARA, ANDHERI (WEST), MUMBAI-400053

CHAired BY:

Mr. Vinod Kumar Gupta

OTHER DIRECTORS PRESENT:

Mr. Satish Chandra Consul

Mr. D.P. Khanna

Mr. Dilip Kumar Panchaity

IN ATTENDANCE:

Ms. Archana Agar, Company Secretary

MEMBERS PRESENT:

11 members were personally present.

CHAIRMAN

With due permission of the Chairman, Mr. Vijayesh Atre welcomed the members and introduced persons sitting on the dais. He informed that the quorum for the 28th Annual General Meeting was present and initiated the proceedings of the meeting. The Register of Members, the Register of Directors and Directors' Shareholding was open and accessible for



inspection by the members during the continuance of the meeting.

The notice convening the meeting and the Directors' report having already been circulated to the Members were taken as read with the consent of the members. The Auditors' Report was read by Ms. Archana Agar, Company Secretary of the Company.

The following motions were placed before the meeting:

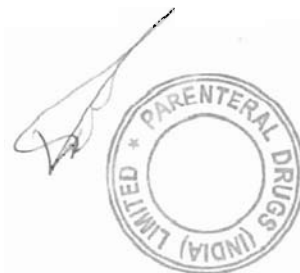
ORDINARY BUSINESS

ITEM NO. 1

CONSIDERATION, APPROVAL AND ADOPTION OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2012

The Chairman took up **Item No.1** of the agenda relating to consideration, approval and adoption of Annual Accounts for the financial year ended 31st March, 2012. The following resolution was introduced by him as an **Ordinary Resolution**:

"RESOLVED THAT the Balance Sheet of the Company as at 31st March, 2012, the profit and loss account, all annexures thereto and the Cash Flow Statement for the year ended on that date and the report of the Directors' and Auditors' thereon with the report on Corporate Governance and the consolidated financial accounts of the Company with that of its subsidiary Companies, as circulated to the members and also placed before the meeting, be and are hereby approved and confirmed."



Mr. Vijayesh Atre answered the queries raised by the members relating to performance of the Company.

Mr. Hemant Kumar Buwa proposed the resolution and Mrs. Revati Karkera seconded the resolution.

The resolution was put to vote by show of hands and carried unanimously.

ITEM NO. 2

RE-APPOINTMENT OF MR.SATISH CHANDRA CONSUL AS DIRECTOR OF THE COMPANY

The Chairman thereafter took up **Item No.2** of the agenda relating to re-appointment of Mr. Satish Chandra Consul, as Director of the Company and introduced the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Satish Chandra Consul, who retires by rotation and being eligible, be and is hereby re-appointed as an Ordinary Director of the Company."

Mr. Deepak Bhagat proposed the resolution and Mr. Himanshu Neve seconded the resolution.

The resolution was put to vote by show of hands and carried unanimously.

ITEM NO. 3

RE-APPOINTMENT OF MR.DILIP KUMAR PANCHAITY AS DIRECTOR OF THE COMPANY

The Chairman thereafter took up **Item No.3** of the agenda relating to re-appointment of Mr. Dilip Kumar



Panchaity, as Director of the Company and introduced the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Dilip Kumar Panchaity who retires by rotation and being eligible, be and is hereby re-appointed as an Ordinary Director of the Company."

Mr. Altaf Chimkar proposed the resolution and Mr. Hemant Kumar Buwa seconded the resolution.

The resolution was put to vote by show of hands and carried unanimously.

ITEM NO. 4

APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

The Chairman, thereafter, took up **Item No. 4** of the agenda relating to appointment of M/s. T.N. Unni & Co., Chartered Accountants, Indore as Statutory Auditors of the Company for the financial year ending 31st March, 2013. The Chairman introduced the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. T.N. Unni & Co., Chartered Accountants, Indore, be and is hereby appointed as statutory auditors of the Company, from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be decided by the audit committee in consultation with the auditors of the Company."

Mrs. Revati Karkera proposed the resolution and Mr. Dinar K. Mhatre seconded the resolution.

The resolution was put to vote by show of hands and carried unanimously.

SPECIAL BUSINESS

ITEM NO. 5

AUTHORITY TO THE BOARD TO CREATE CHARGE OVER THE ASSETS OF THE COMPANY

The Chairman, thereafter, took up **Item No. 5** of the agenda relating to authorization to the Board to create charge over the assets of the Company. The Chairman introduced the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in terms of provisions of Section 293(1)(a) of the Companies Act, 1956 approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages and charges in addition to the existing mortgages and charges already created or to be created by the Company, as the Board may decide, on the assets of the Company, whether movable or immovable, both present and future, in favour of State Bank of India and Punjab National Bank, the Bankers of the Company to secure various financial facilities extended by them to the Company to the tune of Rs.361.00 crores (Rupees three hundred Sixty crores);

RESOLVED FURTHER THAT all moneys already borrowed within the aforesaid limit and charges already created and satisfied and other steps taken in respect of the financial facilities availed by the Company during the financial year from the above Bankers and also from any other bank or financial institution and the documents executed by the Board of Directors of the Company in respect of the said financial facilities be and are hereby ratified and confirmed."



Mrs. Revati Karkera proposed the resolution and Mr. Dinar K. Mhatre seconded the resolution.

The resolution was put to vote by show of hands and carried unanimously.

Since there was no other item for discussion and consideration, the meeting ended with a vote of thanks to the chair by Mr. Vijayesh Atre. The Chairman, in response, warmly acknowledged the same and thanked the members present and announced the closure of the meeting.



CHAIRMAN