



PARENTERAL DRUGS (INDIA) LIMITED

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Tel.: (022) 61725900, 61725901; Fax: (022) 26333763; E-mail: pdpl_mumbai@pdindia.com; Website: www.pdindia.com,
CIN: L24100MH1983PLC126481

NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and also the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), the Companies (Management and Administration) Rules, 2014, ("**the Rules**") as amended and also the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**the LODR Regulations**") and any statutory modifications or amendments thereto, for the time being in force, Parenteral Drugs (India) Limited (hereinafter referred to as "**the Company**") proposes to transfer its Kasrawad Undertaking, WFI Undertaking (hereinafter collectively referred to as "**the Undertakings**") as a going concern, on slump sale basis, for a lump sum consideration and also the investment of the company in its material subsidiary i.e. Infutec Healthcare Limited ("**the IHL**") and for the purpose, the Company hereby offers postal ballot as well as remote e-voting option to all its members. For e-voting purposes, the Company has made an arrangement with Central Depository Services Limited ("**CDSL**") for facilitating remote e-voting as an option to the members to enable them to cast their votes electronically instead of returning the duly completed ballot form.

The members are requested to read the instructions printed in this notice and on the ballot form carefully for voting via electronic mode/postal ballot. The members who wish to opt for voting via postal ballot are requested to send the ballot form duly filled up and signed, in the enclosed postage pre-paid 'Business Reply Envelope' so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on 29th January, 2018.

In accordance with the Rules, the notice for the postal ballot has also been uploaded on the company's website www.pdindia.com. The board of directors of the company have appointed Ms. Geetika Agrawal proprietor of Geetika Agrawal & Co., Practicing Company Secretaries, as scrutinizer for conducting the postal ballot process.

The scrutinizer will submit her report to the chairman of the company after completion of the scrutiny of the Ballot Forms (including remote e-voting) and the result thereof will be announced on 30th January, 2018 at 11.00 a.m. at the Corporate Office of the company situated at Shree Ganesh Chambers, Navlakha Crossing, A.B. Road, Indore (M.P) and shall be intimated to the Stock Exchanges. Additionally, the result along with the scrutinizer's report will also be uploaded on the company's website www.pdindia.com, and also displayed on the notice board of the company, at its registered office at Mumbai.

The following **Special Resolutions**, as proposed by the Board of Directors of the Company, if approved by requisite majority of the members, shall be deemed to have been passed on 29th January, 2018 viz. the last date specified by the company for receipt of duly completed ballot forms and remote e-voting.

SPECIAL RESOLUTION:

1. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 180 and 188 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications, re-enactments or amendments thereto for the time being in force and also the Memorandum and Articles of Association of the company and further subject to other approvals, consents, permissions, terms and conditions and sanctions, if any, as may be required from the concerned statutory /regulatory authorities and the secured lenders of the company; consent of the members of the company be and is hereby accorded to the Board of Directors of the Company ("the Board"), to negotiate, sell and transfer the Company's undertakings, including all the assets, liabilities and employees working thereat and also all licenses, permissions, registrations, consents, approvals whatsoever, on a going concern basis by way of slump-sale to IHL at such enterprise value as may be arrived at by the Board on the basis of the valuation reports obtained from the independent valuer with such adjustments thereto subject to the approval of the secured lenders of the company;

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to give complete effect to the transaction for slump sale of the undertakings to IHL, including but not limited to negotiation and finalizing the terms and conditions, determine the consideration for slump sale in consultation with the secured lenders, execution of documents, contracts, schemes, agreements, deeds of conveyance and registration thereof and make and file applications and representations to seek approval from relevant authorities, including governmental authorities for securing their permissions, wherever necessary and to deal with any incidental or ancillary matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the transaction of slump sale and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of section 180 and 188 of the Companies Act, 2013, the Rules framed there under and in compliance of the Regulation 24 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications, re-enactments or amendments thereto, for the time being in force and further subject to other approvals, consents, permissions, terms and conditions and sanctions, if any, as may be required from the concerned statutory/regulatory authorities and the consent of the secured lenders of the company, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company ("the Board"), to sell, transfer and dispose off the investment of the company in 67,65,984 equity shares of IHL, the wholly owned material subsidiary of the company, to such person or company as may be advised by the secured lenders for such consideration as may be arrived at by the Board on the basis of valuation reports obtained from the independent valuers and under such terms and conditions as may

be imposed by the secured lenders;

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary to give complete effect to the transaction for sale/transfer/disposal of the aforesaid number of equity shares of IHL, including but not limited to negotiation and finalization of the terms and conditions, determination of consideration of sale in consultation with the valuers and the secured lenders of the company, execution of documents and to deal with any incidental or ancillary matters, take necessary steps as the Board may in its absolute discretion consider necessary, desirable or expedient to give effect to the transaction of sale/transfer/disposal of the equity shares of IHL and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
For **Parenteral Drugs (India) Limited**

Place: Indore

Date: 22nd December, 2017

Aradhana Kulkarni
Company Secretary
Membership No.: F7402

Notes:

1. A joint and consolidated statement setting out the material facts pursuant to Section 102(1) of the Act concerning the special businesses at Item No. 1 & 2 herein above is annexed hereto and forms part of this notice.
2. As per Section 110 of the Act, read with Rules made there under, notice of postal ballot may be served on the members, inter-alia, through electronic means. Members, who have registered their e-mail IDs with depositories or with the company are being served with this notice by an e-mail and the members who have not registered their e-mail IDs will receive this notice along with the ballot form through courier.
3. This notice along with the statement setting out material facts on the proposed special resolutions and the ballot form are being sent to the members whose names appear as beneficial owners as on 22nd December, 2017 in the list of beneficial owners furnished by NSDL and CDSL in respect of shares held in dematerialized form; and whose names appear as members in the Register of Members of the Company as on 22nd December, 2017. Accordingly, members of the company, holding shares either in physical form or in dematerialized form, as on 22nd December, 2017 (cut-off date), are eligible to cast their vote.
4. A member can opt for only one mode of voting i.e. either through remote e-voting or by postal ballot form. If a member casts votes by both modes then voting done through remote e-voting shall prevail and postal ballot form shall be treated as invalid. Once the vote on a resolution is cast by the members, he/she/it shall not be allowed to change it subsequently.
5. The members who have received postal ballot notice by e-mail and who wish to vote through physical form may download the ballot form attached in the e-mail or from the link www.evotingindia.com or from the company's website www.pdindia.com and send the duly completed and signed ballot form to the scrutinizer.
6. In case a member is desirous of obtaining ballot form in printed form or a duplicate one, the member may write to the company at its registered office or send an e-mail to cs.pdpl@pdindia.com. The company shall forward the same along with self-addressed prepaid postage business reply envelope to the member.
7. The postal ballot notice along with the ballot form has been uploaded on the company's website viz. www.pdindia.com and on the website of CDSL viz. www.evotingindia.com.
8. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date viz. 22nd December, 2017.
9. The voting period begins on 31st December, 2017 at **9.00 a.m.** and ends on 29th January, 2018 at **5.00 p.m.** (both days inclusive).

10. VOTING OPTIONS:

(1) Remote E-Voting:

In compliance with the provisions of Section 108 of the Act and Rule 20 of Rules as amended and in compliance with the provisions of Regulation 44 of the LODR Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by the Central Depository Services (India) Limited (CDSL), on the resolution set forth in this Notice.

Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 31st December, 2017 at 9.00 a.m. and ends on 29th January, 2018 at 5.00 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) i.e. 22nd December, 2017, 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: 17 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:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* 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.</p>
Dividend Bank Details OR Date of Birth(DOB)	<p>Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) The 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 for the relevant <Company Name> on which you choose 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) 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 playstore. Apple and windows phone users can download the app from the app-store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual shareholders and custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to 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 evoting@cdslindia.com.

(2) IN CASE OF VOTING VIA POSTAL BALLOT FORM (BALLOT FORM):

- (i) The company, in order to enable its members, who do not have access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolution as set out in this notice, is enclosing a ballot form.
- (ii) A member desiring to exercise voting by using ballot form are required to complete the enclosed ballot form with assent (**FOR**) or dissent (**AGAINST**), by placing a tick (✓) mark in the appropriate column in the ballot form only and send it to the Scrutinizer, Ms. Geetika Agrawal proprietor of Geetika Agrawal & Co., Practicing Company Secretaries, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid business reply envelope. The ballot forms deposited in person or sent by post or courier at the expense of the member will also be accepted at the registered office of the company.
- (iii) Please convey your assent in column "**FOR**" and dissent in the column "**AGAINST**" by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent/dissent received in any other form/manner will not be considered.
- (iv) Duly completed and signed ballot forms shall reach the scrutinizer before the close of working hours **5.00 p.m.** on 29th January, 2018. The ballot forms received after the said time and date shall be strictly treated as if the reply from the member has not been received.
- (v) Unsigned/incomplete ballot forms will be rejected. Scrutinizer's decision on validity of the ballot form shall be final.

- (vi) A member may request duplicate ballot form, if so required, by writing to the company at its registered office or by sending an email on cs.pdpl@pdindia.com by mentioning their Folio No./DP ID and Client ID. However, the duly filled in duplicate ballot form should reach to the scrutinizer not later than the time and date specified in serial No. (iv) above.
- (vii) The members are also requested to carefully read further instructions printed overleaf on the ballot form before completing and signing the ballot form.

Joint and consolidated statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

1. As per the provisions of section 180 and 188 of the Companies Act, 2013, consent of the members of the company is required by the Board by way of Special Resolutions authorizing the Board to negotiate, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the company including investment in any material subsidiary. As the company proposes to sell its undertakings on slump sale basis and also, investment in its material subsidiary, approval of the members of the company is required by way of the proposed resolutions as special resolutions.
2. You are aware that during the year 2011-12, the company faced severe liquidity crisis owing to various factors which squeezed the entire liquidity of the company and the company could not perform at its peak capacity during subsequent financial years. Resultantly, the case of the company was referred to the Corporate Debt Restructuring Cell (CDR Cell) by the secured lenders with cut-off date of 1st April, 2012. In the meantime, the company also tried to demerge the Kasrawad and Baddi Undertakings, and secured necessary permission from SEBI, however, due to non-availability of any investor, the proposal of the company to demerge had to be dropped.
3. Despite all efforts, the account of the company became "non-performing" and the secured lenders placed the account of the company in NPA category w.e.f 24th January, 2016. The accumulated losses to the tune of Rs.296.14 crores (Rupees Two Hundred and Ninety Six Crores and Fourteen Lakh Only) also placed the company into the category of potentially sick company in terms of provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 for erosion of more than 50% of the net worth by the end of financial year 31st March, 2016.
4. However, by the financial year ending on 31st March, 2017 the losses as well as the secured and other debts of the company further escalated rendering it impossible for the company to run the plants and service the debts. You would appreciate that the directors of the company have been trying their best to somehow survive in the worst possible period, however they are of the opinion that at this juncture remedial measures as suggested by the secured lenders are the measures of last resort.
5. Under the circumstance, since the operation of Kasrawad and Baddi undertakings has become impossible and no lender is willing to financially support the company, the Board of directors of the company are forced to hive off the undertakings to IHL, to which some lenders have shown their interest to lend additional money for start up of optimal operations and one of their conditions require the company to disinvest its holding in IHL and pledge such shares as a security.
6. The Board of Directors of the company therefore, subject to approval and compliance of the terms & conditions of the secured lenders of the company and also as per the terms & conditions of the mutual understanding with the secured lenders of IHL, have decided to hive off by way of slump sale, on a going concern basis, the Undertakings and also sell the equity shareholding in a material subsidiary i.e. IHL to Infutec Healthcare (India) Limited.
7. Negotiations with the Bankers of the company as well as the lenders of IHL are at final stage to complete the entire transaction under the strict supervision of the secured lenders of the company and the required documentation shall take place in due course of time subject to satisfaction, prior approval and compliance of the terms and conditions of the secured lenders.
8. The aforesaid action of the Board of Directors of the company, would require prior approval of the shareholders as well as the secured lenders of the company under section 180 and 188 of the Companies Act, 2013 and the LODR Regulations, therefore the present special resolutions. In view of this, a joint and consolidated statement of material facts has been circulated.
9. The Board recommends passing of the resolutions as Special Resolutions as proposed in this notice.
10. Mr. Manohar Lal Gupta (DIN:00040784), Mr. Vinod Kumar Gupta (DIN:00039145), Mr. Govind Das Garg (DIN:00520067), Mr. Anil Mittal (DIN:00039133) the Executive Directors of the company, along with Mrs. Deepali Garhewal (DIN:05302559) the Independent Director and their relatives are interested in the resolution and none of other directors, key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out in the notice. Also, the Executive Directors of the company and their relatives hold more than 2% shareholding in the paid-up share capital of Infutec Healthcare (India) Limited, a group company.

By Order of the Board of Directors
For **Parenteral Drugs (India) Limited**

Aradhana Kulkarni
Company Secretary
Membership No.: F7402

Place: Indore
Date: 22nd December, 2017