



Dishman Pharmaceuticals and Chemicals Ltd.

CIN : L24230GJ1983PLC006329

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NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014. The Company seeks the consent of the Members through Postal Ballot by way of Special Resolution(s) as specified below. A statement pertaining to the said resolutions is annexed herewith along with Postal Ballot Form for your consideration and to exercise your voting right.

NOTICE is hereby given to the members of **DISHMAN PHARMACEUTICALS AND CHEMICALS LIMITED** that the resolutions as set out below seeking the consent of the members by means of Postal Ballot as per provisions under Section 110 of the Companies Act 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable sections, rules, regulations, guidelines, as amended from time to time. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts pertaining to the resolution is annexed along with the Postal Ballot Form for consideration of the Members. The Company has appointed Mr. Ashok P. Pathak, Practicing Company Secretary as a Scrutinizer in accordance with the Companies (Management and Administration) Rules, 2014 for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self addressed, postage pre-paid envelope so as to reach to the Scrutinizer on or before the close of working hours on 9th January, 2015. Postal Ballot Forms received after this date will be considered invalid.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company on the completion of the scrutiny. The results of the Postal Ballot shall be announced by a Chairman and Managing Director or the Company Secretary of the Company on 13th January, 2015 at 2.00 p.m. at the Registered Office of the Company. The aforesaid result would be, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website www.dishmangroup.com.

1. To reappoint Shri Janmejy R. Vyas (DIN: 00004730) as Chairman & Managing Director and payment of remuneration to him

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot :

"RESOLVED THAT pursuant to provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) & relevant Schedules thereto and on recommendation made by the Nomination and Remuneration Committee and subject to approval of Central Government, if any required, the consent of the Company be and is hereby accorded to the re-appointment of Shri Janmejy R. Vyas (DIN: 00004730) as Chairman & Managing Director of the Company, for a further period of 5 (Five) years with effect from 1st March, 2015, on the terms and conditions including remuneration as set out in the statement annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration within the parameters of the applicable laws or any amendments thereto.

1. **Tenure:** 5 (Five) years with effect from 1st March, 2015. The period of office of Shri Janmejy R. Vyas shall be liable to determination by retirement of Director by rotation.
2. **Function:** Shri Janmejy R. Vyas, shall have substantial powers of management subject to direction, control and superintendence of the Board.
3. **Remuneration:** Subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, the remuneration payable to Shri Janmejy R. Vyas shall be 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013 and may or may not comprise salary, allowances and perquisites as may be determined by the Board of Directors from time to time and agreed to by Shri J.R. Vyas, provided that the perquisites shall be evaluated as per Income Tax Act and Rules whenever applicable. The remuneration for the Part of the year shall be computed on pro rata basis.
4. **Sitting Fees:** Shri Janmejy R. Vyas shall not be entitled to any sitting fees

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. To increase the Borrowing Power u/s. 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot :

“RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company in the Extra Ordinary General Meeting held on 3rd June, 2005 and pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the board of directors of the Company, (hereinafter referred to as “The Board” which term shall include any committee constituted by the Board) to borrow, any sum or sums of money from time to time with or without security and upon terms & conditions as they may think fit, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits in the form of either fund based or non fund based facility or otherwise in any other form for the Company's business purpose in Indian Rupees or any other foreign currency from any bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons, and the money to be borrowed together with the money, if any, already borrowed by the Company, (apart from temporary loans and credit obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, i.e. reserve not set apart for any specific purpose, provided however that, the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) or equivalent amount in foreign currency, exclusive of interest and other charges thereon.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary or delegate the powers in respect thereof as permissible under applicable provisions in force of the Companies Act, 2013.”

3. To Mortgage, Hypothecate and/or Charge all or any of the movable and/or immovable properties of the Company u/s. 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot :

“RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company through Postal Ballot on 31st July, 2009 and pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “The Board” which term shall include any committee constituted by the Board) to sell, lease, mortgage or otherwise dispose of or to create mortgage, charge, hypothecation, lien and other encumbrances, as the Board may deem fit, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) borrowed or that may be borrowed by the Company from Banks, Financial Institutions and others.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary or delegate the powers in respect thereof as permissible under applicable provisions in force of the Companies Act, 2013, for creating the aforesaid mortgage, charge and or hypothecation and other encumbrances, if any, by the Company.”

4. To authorize Board of Directors to give Loans, provide Guarantee / Security and make Investment on behalf of the Company

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot :

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (the 'Act') and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “The Board” which term shall include any committee constituted by the Board) from time to time, to give, any loan(s)/advance(s)/deposits and to make investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and/or provide any security in connection with any loan or loans made by any other person(s), to any other persons/company(ies)/body corporate(s) which shall be subject to aggregate limit of Rs.1500 Crores (Rupees One Thousand Five Hundred Crores only) and which may be individual/aggregate in excess of limits prescribed i.e. over and above 60% of the Company's paid up share capital and security premium account and free reserves or 100% of the Company's free reserves and security premium amount whichever is higher.

RESOLVED FURTHER THAT the aforesaid loans/investments will be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate; provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 year, 5 year or ten years government security closes to the tenor of loan.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents, and writings that may be required, on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transaction and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

5. To approve the payment of remuneration to Non-Executive Directors

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot :

“RESOLVED THAT in supersession of earlier resolution passed at the 30th Annual General Meeting of the Company held on 30th July, 2013 under the erstwhile Companies Act, 1956 and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof for the time being in force), the Consent of the Company be and is hereby accorded for the payment of remuneration to the non-executive directors of the Company (i.e. directors other than the Managing Director and/or the Whole-time Directors) as may be determined by the Board of Directors, for each Non executive Directors for the remaining period of four years for each financial year ending on 31st March, 2015 upto and including financial year ending on 31st March, 2018 to be calculated in accordance with the provision of section 198 of the Companies Act, 2013, and distributed between such Non Executive Director (s) and in such a manner as the Board of Directors may from time to time determine within the maximum limit of 1% of net profit of the Company, subject to maximum of Rs.25.00 lacs (Rupees Twenty Five Lacs only) in aggregate, in addition to the sitting fees being paid by the Company to all the Non Executive Directors for attending Board /Committee meetings of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To adopt a new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot :

"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(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the adoption of the draft regulations contained in the new set of Articles of Association of Company in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

7. To alter Memorandum of Association by way of deletion of sub-clause [c] of clause III (other objects)

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot :

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Sub-clause [C] of Clause III of the Memorandum of Association be deleted."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

8. To approve Related Party Transactions

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and clause 49 of the listing agreement and subject to such approvals, consents and sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts and/or arrangements with Related parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing off, or buying leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase of sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company and underwriting the subscription of any securities or derivatives thereof, of the company or any other transaction of whatever nature with related parties upto the maximum amount per annum permissible under the Act and rules made thereunder as amended from time to time and as defined in explanatory statement of the resolution annexed to the notice, for the financial year 2014-15 and beyond.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sums to be involved in the transactions with the related parties and terms & conditions related thereto and all other matters arising out of or incidental to the transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

9. To approve the place of keeping and inspection of Registers, Returns etc.

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot

"RESOLVED THAT pursuant to the provisions of section 94 of the Companies Act, 2013 read with Rule 15 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re enactment thereof, for the time being in force), the consent be and is hereby accorded for keeping the registers, returns, records and any other documents required to be annexed therewith at the registered office of the Company or at any other place in India where more than one tenth of the total number of members entered in the register of members resides as may be decided by the board from time to time.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to the resolution.”

10. To authorise Board of Directors in the matter relating to issue of shares to Qualified Institutional Person/Investor (QIP) and matter incidental thereto

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and rules made thereunder, to the extent notified and in effect, and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company’s equity shares are listed (the “Listing Agreements”), the Memorandum of Association and Articles of Association of Dishman Pharmaceuticals and Chemicals Limited (the “Company”) and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof, such number of equity shares of the Company (the “Equity Shares”) or the global depository receipts (“GDRs”), the American depository receipts (“ADRs”), the foreign currency convertible bonds (“FCCBs”), fully convertible debentures/partly convertible debentures/optionally convertible debentures, non convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into or linked to Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “Securities”) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or any other category of investors, and whether or not such investors are members of the Company (collectively the “Investors”), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, aggregating up to Rs. 200 Crores (Rupees Two Hundred Crores only) or equivalent thereof, in one or more tranche or tranches, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board’s discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or the date on which the holders of such convertible securities / warrants become entitled to apply for the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- o In the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- o in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- o in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- o in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- o The Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- o The Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, creation of mortgage/ charge in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("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.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.

11. To consider employee stock option scheme (ESOP)

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot

RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as the "Act") read with the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable provisions including but not limited to the relevant provisions of the Memorandum & Articles of Association of the Company, the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SEBI Regulations") (including any statutory amendment, modification or re-enactment to the Act or the guidelines for the time being in force), the Listing Agreements entered into with the Stock Exchanges where the securities of the Company are listed, and subject to such approvals, permission, sanctions and subject to such conditions and modifications as may be prescribed or imposed by the above

authorities while granting such approval, permissions and sanctions, approval, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include the Nomination and Remuneration / Compensation Committee of Directors or any other committee for the time being authorized by the Board to exercise the powers conferred on the Board by this resolution), to the proposed Dishman Pharmaceuticals and Chemicals Limited ESOS 2014 (hereinafter referred to as "Scheme") and to create offer, issue and allot in one or more tranches under the said proposed Dishman Pharmaceuticals and Chemicals Limited ESOS 2014 at any time to or for the benefit of employees and executive directors (other than independent directors) of the Company, such number of equity shares and/or equity linked instruments including Options and/or other instrument or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company initially not exceeding 20,17,428 equity shares of Rs. 2 each i.e 2.50% of the fully paid-up equity share capital of the company as on 30th September, 2014 (an aggregate no of Options including Options to be granted to the employees of the subsidiaries), at such price and on such terms and conditions as may be fixed or determined by the Nomination and Remuneration /Compensation Committee in accordance with the guidelines or other applicable provisions of any law as may be prevailing at that time. The salient features of **the Scheme** which are furnished in the Explanatory Statement to the Notice, in compliance with the statutory requirements as amended from time to time, to or for the benefit of such -

- Employees, who are in permanent employment of the Company, whether working in India or out of India.
- Directors of the Company, whether whole time or otherwise.
- Employees of the Company, who are citizen of the countries to whom issue/ grant of Options is restricted under the foreign exchange rules and regulations in India, upon obtaining prior permission of the Reserve Bank of India or such other authority, as may be applicable.
- Other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time but excluding -
 - i. Employee/Director who is a promoter or belongs to the promoter group.
 - ii. A director who either by himself or through his relative/anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.
 - iii. Independent Director of the Company.

which would give rise to issue and allotment of **20,17,428** Equity Shares of Rs. 2 each (hereinafter referred to as "the Shares"), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI Regulations or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve decide upon and bring into effect the Scheme on such terms and conditions as contained in the relevant explanatory statement to this notice and to make any modification(s), Change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the scheme from time to time as it may deem fit in its sole and its absolute discretion in conformity with the Articles of the Association of the Company, SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps for listing of the securities allotted under the **Scheme** on the stock exchanges, where the existing securities of the Company are listed as per the provisions of the Listing Agreements with the concerned stock exchanges and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT subject to and in accordance with the provisions of law, as may be applicable from time to time, the Board acting on its own or through the Nomination and Remuneration /Compensation Committee of the Directors or any other persons who may be authorized in this regard by the Nomination and Remuneration /Compensation Committee be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company.

12. To consider employee stock option scheme (ESOP) to the employees of the subsidiaries

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot :

RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 and) all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as the "Act") read with the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable provisions including but not limited to the relevant provisions of the Memorandum & Articles of Association of the Company, the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SEBI Regulations") (including any statutory amendment, modification or re-enactment to the Act or the guidelines for the time being in force), the Listing Agreements entered into with the Stock Exchanges where the securities of the Company are listed, and subject to such approvals, permission, sanctions and subject to such conditions and modifications as may be prescribed or imposed by the above authorities while granting such approval, permissions and sanctions, approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which expression shall be deemed to include the Nomination and Remuneration / Compensation Committee of Directors or any other committee for the time being authorized by the Board to exercise the powers conferred on the Board by this resolution), to the proposed Dishman Pharmaceuticals and Chemicals Limited ESOS 2014

(hereinafter referred to as "Scheme") and to create offer, issue and allot in one or more tranches under the said proposed Dishman Pharmaceuticals and Chemicals Limited ESOS 2014 at any time to or for the benefit of employees of the subsidiaries of the Company, such number of equity shares and/or equity linked instruments including Options and/or other instrument or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company in aggregate not exceeding 20,17,428 equity shares of Rs. 2 each i.e 2.50% of the fully paid-up equity share capital of the company as on 30th September, 2014 (an aggregate no of Options including Options to be granted to the employees of the holding company), at such price and on such terms and conditions as may be fixed or determined by the Nomination and Remuneration / Compensation Committee in accordance with the guidelines or other applicable provisions of any law as may be prevailing at that time.

The salient features of **the Scheme** which are furnished in the Explanatory Statement to the Notice, in compliance with the statutory requirements as amended from time to time, to or for the benefit of such –

- a) Employees, who are in permanent employment of the present and future subsidiaries of the Company, whether working in India or out of India.
- b) Directors of the present and future subsidiaries, whether whole time or otherwise.
- c) Employees of the present and future subsidiaries of the Company, who are citizen of the countries to whom issue/ grant of Options is restricted under the foreign exchange rules and regulations in India, upon obtaining prior permission of the Reserve Bank of India or such other authority, as may be applicable.
- d) Other persons as may from time to time be allowed to be eligible for the benefits of Dishman Pharmaceuticals and Chemicals Limited ESOS 2014 under applicable laws and regulations prevailing from time to time but excluding –
 - i. Employee/Director of the present and future subsidiaries who is a promoter or belongs to the promoter group.
 - ii. A director of the present and future subsidiaries who either by himself or through his relative/anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.
 - iii. Independent Director the present and future subsidiaries of the Company.

which would give rise to issue and allotment in aggregate of **20,17,428** Equity Shares of Rs. 2 each (hereinafter referred to as "the Shares"), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI Regulations or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve decide upon and bring into effect Dishman Pharmaceuticals and Chemicals Limited ESOS 2014 (hereinafter referred to as the "Scheme") on such terms and conditions as contained in the relevant explanatory statement to the notice and to make any modification(s), Change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the scheme from time to time as it may deem fit in its sole and its absolute discretion in conformity with the Articles of the Association of the Company, SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps for listing of the securities allotted under the **Scheme** on the stock exchanges, where the existing securities of the Company are listed as per the provisions of the Listing Agreements with the concerned stock exchanges and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT subject to and in accordance with the provisions of law, as may be applicable from time to time, the Board acting on its own or through the Nomination and Remuneration / Compensation Committee of the Directors or any other persons who may be authorized in this regard by the Nomination and Remuneration / Committee be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company.

**By Order of the Board of Directors
For Dishman Pharmaceuticals and Chemical Ltd.**

**Place : Ahmedabad
Date : 13.11.2014**

**Tushar D. Shah
Company Secretary**

Registered office:
Bhadra-raj Chambers,
Swastik Cross Road,
Navrangpura,
Ahmedabad-380009
Gujarat

NOTES:

1. Pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the act and clause 35B of the Listing Agreement, assent/dissent of the members in respect of the Resolution(s) contained in the Notice dated 13th November, 2014 is being taken through Postal ballot.
2. The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution(s) setting out material facts is appended to the Notice.

3. The Board of Directors have appointed Mr. Ashok P. Pathak, Practicing Company Secretary (Membership No. ACS 9939), of M/s. Ashok P. Pathak & Co., Ahmedabad, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the members / beneficiaries, whose names appear in the Register of Members/Record of Depositories as on 14th November, 2014 and voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the same date. Postal Ballot Notice and Forms are being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participants(s). In respect of others, these documents are being sent by permitted mode.

In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the RTA/Company or send an e-mail to grievance@dishmangroup.com by mentioning their Folio/DP ID and Client ID No. or send/submit the same by post at the address of Registrar & Share Transfer Agent of the Company, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400078.

5. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
6. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 2.00 p.m. and 4.00 p.m. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to 9th January, 2015.
7. Members are requested to carefully read the notes printed herein and instructions printed on the backside of the Form, before exercising their vote.
8. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced on or before Tuesday, 13th January, 2015 at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed.

The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolutions.

9. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

10. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN No. 141125004** for the relevant **DISHMAN PHARMACEUTICALS AND CHEMICALS LIMITED** on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 10th December, 2014, 10.00 a.m. and ends on 9th January, 2015, 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) 14th November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Shri Janmejy R. Vyas was reappointed as a Chairman and Managing Director of the Company for a period of 5 (Five) years with effect from 1st March, 2010 on the terms and conditions and remuneration as approved by the Members at the Annual General Meeting held on 31st July, 2009. Keeping in view the contribution made by Shri Janmejy R. Vyas for the growth of the Company, the Board of Directors of the Company (the 'Board'), at its meeting held on 28th May, 2014 has, subject to the approval of members, re-appointed Shri Janmejy R. Vyas as Chairman & Managing Director, for a further period of 5 (Five) years from the expiry of his present term, which expired on March 1, 2015, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board on the following terms and conditions:

1. Brief Profile of the Directors as required under Clause 49 of the Listing Agreement entered with the Stock Exchange:

Name	Mr. Janmejy R. Vyas
Age	63 years
Date of Appointment	29/06/1983
Qualification	He has a bachelor's degree in Chemistry from St. Xavier's College, Ahmedabad and a bachelor's degree in Pharma & Fine Chemical Technology from the UDCT, Mumbai.
Experience	He is a Technocrat having more than 40 years wide experience in Pharma Technology. He was acting as a consultant to various pharmaceutical companies during 1974 to 1983. In 1983, he promoted the parent Company namely M/s. Dishman Pharmaceuticals and Chemicals Ltd. (DPCL). He is

	managing the affairs of the DPCL since inception. He has been the head of the research and development division of DPCL since 25 years. In 1987, he set-up the Naroda facility of DPCL. Based on his understanding of the potential international outsourcing opportunity developing in the global pharmaceutical industry, he initiated the expansion of DPCL at Bavla in 1996. His emphasis on quality and adhering to international manufacturing standards ensured that Bavla facility was set-up and developed as per internationally accepted standards. He has successfully marketed the DPCL's in-house technologies and products, research and production capabilities both domestically and internationally. He has been felicitated with (i) the 'Bharatiya Udyog Ratan Award' in September 2000 by the Indian Economic Development & Research Association, New Delhi and (ii) the 'Outstanding Entrepreneur' 1999 by the Federation of Gujarat Industries, Baroda.
Other Directorship	<ol style="list-style-type: none"> 1. Schutz Dishman Biotech Limited 2. B.R. Laboratories Limited 3. Bhadr-Raj Holdings Private Limited 4. Adiman Technologies Private Limited 5. Dishman Infrastructure Limited 6. Carbogen Amcis (India) Limited 7. Dishman Europe Limited 8. Dishman USA Inc. 9. Dishman International Trade (Shanghai) Co. Ltd. 10. Dishman Pharma solution AG. 11. Carbogen Amcis AG 12. Dishman Pharmaceuticals and Chemicals (Shanghai) Co. Ltd. 13. Dishman Japan Limited 14. CAD Middle East Pharmaceutical Industry
Chairman/Member of the Committees of the Board of the other Companies on which he is Director	Nil
No. of Shares held in a Company	25279855
Disclosure of Relationships	Mr. Janmejy R. Vyas is Husband of Mrs. Deohooti J. Vyas, Whole Time Director and Father of Mr. Arpit J. Vyas, Managing Director of the Company.

2. **Tenure:** 5 (Five) years with effect from 1st March, 2015. The period of office of Shri Janmejy R. Vyas shall be liable to determination by retirement of Director by rotation.
3. **Function:** Shri Janmejy R. Vyas, shall have substantial powers of management subject to direction, control and superintendence of the Board.
4. **Remuneration:** Subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, the remuneration payable to Shri Janmejy R. Vyas shall be 5% of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013 and may or may not comprise salary, allowances and perquisites as may be determined by the Board of Directors from time to time and agreed to by Shri Janmejy R. Vyas, provided that the perquisites shall be evaluated as per Income Tax Act and Rules whenever applicable. The remuneration for the Part of the year shall be computed on pro rata basis.
5. **Sitting Fees:** Shri Janmejy R. Vyas shall not be entitled to any sitting fees

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Janmejy R. Vyas under Section 190 of the Act.

None of the Directors or Key Managerial Personnel or their relative except Mr. Janmejy R. Vyas himself, Mrs. Deohooti J. Vyas, Whole time Director and Mr. Arpit J. Vyas, Managing Director being a relative of Mr. Janmejy R. Vyas, are in any way concerned or interested in the said resolution.

Item No. 2 & 3

The Company had earlier passed the Ordinary Resolutions under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 for borrowing money from any bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons in excess of the aggregate of paid-up capital of the Company and its free reserves and for creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, by the Company, as the Board may deem fit, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to Rs. 750 crores. The Central Government had recently passed the Companies Act, 2013 and also notified certain Sections of the Companies Act, 2013 to be effective from 12th September 2013, which also includes Section 180 governing the powers of the Board including power of borrowing and disposal of assets of the Company. As per provisions of the Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 with respect to creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, or disposal of assets of the Company in any manner by the Company and to borrow money in excess of the aggregate of the paid-up capital of the Company and its free reserves respectively, approval of the shareholders need to be obtained by way of Special Resolution.

The members had approved borrowing limit at Extra Ordinary General Meeting held on 3rd June, 2005 and authority to create charge, mortgage assets of the Company through Postal Ballot on 31st July, 2009 and further with a expanded business operations and in view of future growth plans of the Company, it is proposed to revise the existing limit of borrowings such that the Company can borrow the sum or sums of moneys upto Rs. 1,500 crores (Rupees One Thousand Five Hundred Crores only) as well as to secure such borrowings by creating charge, mortgage on the assets of the Company up to such approved borrowing amount.

Accordingly, the approval of the members by way of special resolutions is sought under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to borrow moneys and for securing the sum or sums of moneys borrowed to the extent of Rs. 1,500 crores.

Your Directors recommend the resolutions as set out in item nos. 2 & 3 to the Notice for approval by member. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolutions.

Item No.4

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013, the Company can make loans to, give guarantee, provide securities to and make investments in the securities to/of any other person/other bodies corporate to the extent of 60% of its paid up share capital and free reserves and security premium account or 100% of its free reserves and security premium account which ever is higher, with the approval of the Board of the Directors, where the aggregate of loans and investments made, guarantee given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a special resolution.

The Company is constantly reviewing opportunities for expansion of its business operation either directly or through its subsidiaries / joint ventures/associate companies/other bodies corporate or persons and would, therefore, be required to provide financial support by way of loan(s) and/or guarantee(s) and/or security(ies)/investment in securities to/of any other person/holding/subsidiaries/joint ventures/associate companies/other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects/companies.

It is, therefore proposed that the Board of Directors of the Company be authorised to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing security(ies) for an amount not exceeding Rs. 1500 Crores from time to time in/to one or more of the persons/entities i.e. subsidiaries/holding/joint ventures/associate companies/other bodies corporate. The sources of funds for making these investments would be met from borrowings/surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantee given, securities provided and investment made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

The proposal outlined above is in the interest of the Company and Board recommends the resolution as set out in item no. 4 to the accompanying notice for approval by member .

Except Directors or Key Managerial Personnel of the Company or their relatives who are/may be Directors/shareholder in one or more company(s)/bodies corporate, no other director or key managerial personnel of the company or their relatives is, in any way concerned or interested in the said resolutions.

Item No.5

Section 198 of the Companies Act, 2013 provides for payment of remuneration by way of commission to a Director who is neither in whole time employment nor a Managing Director, up to a limit of one percent of the net profits, if the Company has a Managing or Whole-time Director or three percent, in case the Company is managed by the Board of Directors having no whole time or managing director without the approval of the Central Government, if the Company by special resolution authorizes such payment.

As the members are aware that, on 30th July, 2013 by passing a special resolution as such, Members of the Company given their consent and authorized Board of Directors for payment of commission to Non-Executive Director(s) as may be determined by the Board of Directors for each such Non-Executive Director for each financial year ending on 31st March, 2015 up to and including financial year ending on 31st March, 2018 within a maximum limit of one per cent of the net profits of the Company, subject to maximum of Rs.18.00 Lacs in aggregate.

Non-executive Directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties. Therefore the Board of Directors of the Company at its meeting held on 28th May, 2014 has approved the payment of remuneration, subject to approval of the Members in general meeting, for a further period of four years, by way of commission to such Non-Executive Director(s) of the Company (Other than the Chairman & Managing Director, Managing Director and Whole Time Director) as the Board may determine keeping in view and after considering the contribution of and valuable services rendered by such Non-Executive Director(s). The total amount of such commission shall be within the maximum limit of one per cent of the net profits of the Company, subject to maximum of Rs. 25.00 Lacs in aggregate to be determined by the Board of Directors of the Company for each Non-Executive Director of the Company for each financial year over a period of Four years from the financial year ending on 31st March, 2015 up to and including financial year of the Company ending as on 31st March, 2018. Apart from the Commission on the net profits as aforesaid, each Non-Executive Director of the Company is presently entitled to sitting fees of Rs. 20,000/- per meeting of the Board/ Committee of the Board attended by them.

The Board of Directors recommends the special resolution as set out in item No.5 of the Notice for approval by the Members

All the Directors and their relatives except Mr. Janmejy R. Vyas, Chairman & Managing Director, Mrs. Deohooti J. Vyas, Whole-time Director and Mr. Arpit J. Vyas, Managing Director and Key Managerial Personnel and their relatives, are concerned or interested in this resolution.

Item No. 6 & 7

The existing Articles of Association (“AOA”) of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement, (Chapter XVI), revival and rehabilitation of sick companies, (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247).

However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing Articles of Association of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. The new Articles of Association to be substituted in place of the existing Articles of Association of the Company.

Likewise, the Memorandum of Association is also required to be altered so as to delete the other objects contain in the Memorandum of Association as contemplated in the newly enacted Act, 2013 and hence, the altered Memorandum of Association is required to be adopted by way of special resolution.

The Board recommends members' approval for special resolution as set out in Item no. 6 & 7. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the said resolution to the extent of their shareholding in the Company.

Item No. 8

In terms of the applicable provisions of the Companies Act, 2013 (including but not limited to section 188 and the rules made thereunder) and the rules framed thereunder, certain transactions with related parties require the prior approval of the shareholders of the Company by way of a special resolution, provided that such requirement does not apply to any transactions entered into by the Company in its ordinary course of business and on an arm's length basis. However, the equity listing agreements (“Listing Agreement”) entered into by the Company with Bombay Stock Exchange Limited and the National Stock Exchange of India Limited and applicable circulars and regulations issued by the Securities and Exchange Board of India (“SEBI”), any material related party transaction, i.e. a transaction to be entered into which individually or together with previous transactions in a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the shareholders of the Company by way of a special resolution.

Though, your company always seeks to enter into transactions with each related parties as defined under the Act in the ordinary course of business and at arm length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013 and as per clause 49 of the Listing agreement.

Pursuant to provisions of the Companies Act, 2013 and Clause 49 of the listing agreement, the Audit Committee and Board of Directors of the Company has approved the following transactions that the Company has entered into with its related Parties (as defined under the new Companies Act, 2013 and rules made thereunder) for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members

NAME OF RELATED PARTIES AND RELATIONSHIP	Transactions defined u/s 188(1) of the Companies Act, 2013	
Directors / Relatives of Directors and Other Firms and Companies in which directors have interest as per the provisions of Section 2(76) of the Companies Act, 2013	Leasing of Property	(Rs. In Crores) Per Annum
Mr. Janmejy R. Vyas (HUF) – Mr. J.R.Vyas Karta of (HUF)		0.06
Mr. Janmejy R. Vyas - Chairman & Managing Director		0.02
Ms. Aditi J. Vyas – Relative of Director		0.07

The Company is having its registered office situated at Bhadr-raj Chamber, Swastik Cross Road, Navrangpura, Ahmedabad-380009, and while considering the suitable commercial premises for the administrative convenience, Company has entered into agreement with the above mentioned related parties for leasing of the property situated in the same building of the registered office which is also in the prime location of the city.

The prevailing rentals and commercial terms were enquired by the officer in the same building and discussed with related parties and they have agreed to rent out the property to the Company on the prevailing market terms. In the absence of any specific definition of the term “ordinary course of business” Board thought it prudent to obtain approval of the shareholders for the said transactions.

Other Disclosures:

1.	Name of the related party(ies)	As provided in table above.									
2.	Nature of Director or KMP Who is related if any and nature of relationship:	<p>Mr. Janmejy R. Vyas himself as Chairman & Managing Director of the Company. Ms. Aditi J. Vyas as a daughter of Mr. Janmejy R. Vyas. Further the following are Directors in the Company who are related to Janmejy R. Vyas & Ms. Aditi Vyas.</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Position in the Company</th> <th>Nature of Relationship</th> </tr> </thead> <tbody> <tr> <td>Mr. Arpit Vyas</td> <td>Managing Director</td> <td>Son of Mr. Janmejy R. Vyas & Brother of Ms. Aditi Vyas</td> </tr> <tr> <td>Mrs. Deohooti J. Vyas</td> <td>Whole Time Director</td> <td>Wife of Mr. Janmejy R. Vyas & Mother of Ms. Aditi Vyas</td> </tr> </tbody> </table>	Name	Position in the Company	Nature of Relationship	Mr. Arpit Vyas	Managing Director	Son of Mr. Janmejy R. Vyas & Brother of Ms. Aditi Vyas	Mrs. Deohooti J. Vyas	Whole Time Director	Wife of Mr. Janmejy R. Vyas & Mother of Ms. Aditi Vyas
Name	Position in the Company	Nature of Relationship									
Mr. Arpit Vyas	Managing Director	Son of Mr. Janmejy R. Vyas & Brother of Ms. Aditi Vyas									
Mrs. Deohooti J. Vyas	Whole Time Director	Wife of Mr. Janmejy R. Vyas & Mother of Ms. Aditi Vyas									
3.	Nature, duration of the contract and particulars of the contract or arrangement:	<p>All transactions has been carried out as part of the business requirements of the Company in ordinary course of business and on arm's length basis.</p> <p>Duration of Leave & Licence Agreement is for 11 months initially for the properties taken on lease and thereafter renewable <i>ipso facto</i> till mutually agreed by both the parties.</p>									
4.	Material terms of the contract or arrangement, including the value, if any:	Rent/License fee fixed at the prevailing market rate and thereafter renewable for an increment of 7% p.a.									
5.	Any advance paid or received for the contract or arrangement, if any:	Nil									
6.	Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:	All transactions has been carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.									
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All factors have been considered.									
8.	Any other information relevant or important for the members to take a decision on the proposed transaction/resolution:	Nil									

The proposed resolution is also covers approval for the transactions which are done with related parties as defined under the Act and listing agreement in ordinary course of business and on arm length basis, by way of Sale, Purchase or Supply of any goods, materials; Selling or otherwise disposing of, or buying , property of any kind; Leasing of Property of any kind; Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property and Related party's Appointment to any office or place of profit in the company, its subsidiary company or associate company, for the financial year 2014-15 and beyond.

Members are hereby informed that pursuant to the provision of section 188 of the Companies Act, 2013 and rules made thereunder and clause 49 of the listing agreement, no member of the Company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is related party.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in item No. 8 to the accompanying Notice as a special resolution.

None of the Director (except promoter Director and their relatives) and key managerial personnel (KMP) and relatives of KMP is concerned or interested in the said resolutions.

Item No. 9

The Company is maintaining its register of members together with index of member (electronically) as well as the copies of annual returns and the certificate and documents required to be annexed therewith at the registered office of the Company at Bhadr-Raj Chambers, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat. Pursuant to the proviso to Section 94 of the Companies Act, 2013, the Companies are permitted to keep such register return, certificate and documents at a place other than its registered office where more than 1/10th of the total numbers of members entered in its register of member reside.

For administrative convenience and also for facilitating the inspect of such register, returns, certificate and documents by the members of the Company it is proposed to seek the approval of the members by way of special resolution through postal ballot for keeping the above mentioned register, returns, certificate and documents in Mumbai (where more than 1/10th of the members resides) at the office of M/s. Link Intime India Pvt. Ltd. C-13, Pannalal silk mills compound, LBS Marg, Bhandup or its branches of offices across countries.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in item No. 9 to the accompanying Notice as a special resolution.

None of the Director or key managerial personnel of the Company or their relatives is concerned or interested in the said resolutions except to the extent of their shareholding in the Company.

Item No. 10

The Company requires adequate capital to meet the needs of growing business. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets. The fund raising may be through a mix of equity /equity-linked instruments, as may be appropriate. Members' approval is sought for the issue of securities linked to or convertible into Equity Shares of the Company.

A Qualified Institutional Placement (QIP) of the shares of the Company would be less time consuming and more economical. Accordingly, the Company may issue securities by way of a QIP in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore the proposal seeks to confer upon Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue.

The QIP may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the SEBI ICDR Regulations and other applicable guidelines, notifications, rules and regulations. The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations.

The "relevant date" for the above purpose, shall be –

- i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue.
- ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

Under the proposed Special Resolution, consent of the shareholders is sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013, Chapter VIII of SEBI ICDR Regulations and in terms of the provisions of the Listing Agreements executed by the Company with Stock Exchanges in India where Equity Shares of your Company are listed.

In case of QIP Issuance the special resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed. The Board of Directors recommend passing of the Special Resolution.

The Board commends the passing of Special Resolution at Item No.10 of the Notice for the approval by the Members by Special Resolutions. None of the Director or key managerial personnel of the Company or their relatives is concerned or interested in the said resolutions except to the extent of their shareholding in the Company.

Item No. 11 & 12

The Company has always believed in rewarding its employee for their continuous hard work, dedication and support, which has led the company on growth path. To enable more and more employees to enjoy, the fruit of the phenomenal growth that the company has witnessed in the recent past, it is proposed to implement an Employee Stock Option Scheme (hereinafter referred to as "the ESOS"). The main objective of the scheme is to give employees, who are performing well a certain minimum opportunity to gain from the Company's performance thereby acting as a retention tool and to attract best talent available in the market. ESOS has long been recognized internationally, as an effective instrument, to align the interest of employees with those of the company and its shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of employees. ESOS create a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholder value.

The Board therefore proposed to evolve an ESOS for the benefit of permanent employees and executive directors of the Company and its subsidiaries or such other persons/entities as may be prescribed by SEBI from time to time, and in accordance with the provisions of prevailing regulations.

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI Regulations.

The following is the explanatory statement which sets out various disclosures as required in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as the "SEBI Regulations").

The salient features of the Dishman Pharmaceuticals Chemicals Limited ESOS 2014 or the Scheme are as under:

A. Total number of Options to be granted under the Scheme

Total number of Options to be granted under the Scheme shall not exceed 20,17,428 equity shares of face value of Rs.2/- (Rupees two) each which represent 2.50% of the issued equity share capital of the Company as of 30th September, 2014. The Options to be granted shall be in one or more tranches whereby one option entitles the holder of the Options to apply for one equity share of Rs.2/- each of the Company. The Options will lapse if not exercised within the specified exercise period as specified under the **Scheme**. Vested Options that lapse due to non-exercise or unvested Options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

SEBI Regulations require that in case of any corporate action(s) such as stock splits or consolidations of face value, rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made by the Nomination and Remuneration / Compensation Committee. The Company would comply with the same.

The terms of lock in period of the shares allotted under the ESOS to the employee's shall be decided by the Nomination and Remuneration / Compensation Committee at the time of grant.

B. Identification of classes of employees entitled to participate in the Scheme

All permanent employees (including a director, whether whole-time or not) of the Company and its subsidiary companies working in India or outside India shall be eligible to participate in the Scheme. Provided however that the following persons of the Company and its subsidiary companies shall not be eligible to participate in the **Scheme**:

- An employee who is a "Promoter" or belongs to Promoter Group as defined under the SEBI Regulations or
- A Director who either by himself or through his relatives or through any body corporate holds more than 10% of the issued and subscribed Equity Shares of the Company or
- Independent Directors

Before granting the Options to the employees under the **Scheme**, the Nomination and Remuneration / Compensation Committee of the Company would, apart from evaluating overall group corporate performance, inter alia, take into consideration grade, performance, merit, conduct, length of service, key position, future potential contribution and conduct of the employees and such other factors as may be deemed appropriate by it.

C. Requirements of vesting, period of vesting and maximum period of vesting

All the Options granted on any date shall vest in tranches from the date of grant of Options as may be determined by the Nomination and Remuneration / Compensation Committee (hereinafter be referred as Committee).

The Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law.

The Options would vest in an employee only if he continues to be in the employment with the Company or its subsidiaries. In addition to this, the Board / Committee may specify performance criteria / conditions to be met subject to which Options would vest in the employee.

The Options would vest in a Director only if he / she continue to remain a Director on the Date of Vesting of the Options.

The Options may vest in tranches subject to the terms and conditions stipulated by the Board of Directors or its Committee. The vesting dates in respect of the Options granted under the Scheme shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of Options granted to an employee.

The Options eligible for vesting on the basis of performance parameters, if any, such percentage or such number of Options as may be specified by the Committee in the grant letter or any of the other writings, having regard to the performance of the optionee evaluated in accordance with such performance criteria as may be laid down by the Committee, shall vest in the optionee.

The vesting period would be 1 year to 6 year or as may be decided by the Nomination and Remuneration / Compensation Committee subject to the requirements of SEBI Regulations or all other applicable statutory requirements.

D. Exercise Price or Pricing formula

The exercise price payable under the Scheme by the Eligible Employees for exercising the vested Options shall be decided by Board/ Nomination and Remuneration / Compensation Committee from time to time at a premium or at a discount or at market price.

(Market price means the latest available closing price, prior to the date of the meeting of the Board or committee thereof in which Options are granted / shares are issued, on the stock exchange on which the shares of the company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered.)

E. Exercise Period and the Process of Exercise

The Exercise period would be as decided by the Nomination and Remuneration / Compensation Committee.

The Option would be exercisable by the employee by a written application in the prescribed form to the designated officer of the Company to exercise the Options and on the execution of such documents as may be prescribed by the Nomination and Remuneration / Compensation Committee under the Scheme.

The Options will lapse if not exercised within the specified exercise period.

F. Appraisal process for determining the eligibility of employees to the ESOS

The appraisal process for determining the eligibility of the employees and directors will be specified by the Nomination and Remuneration / Compensation Committee, and will be based on the criteria such as tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross functional relationship, corporate governance, Company's values and/or such other criteria that may be determine by the Nomination and Remuneration / Compensation Committee at its sole discretion.

G. Maximum number of Options to be issued per employee and in aggregate

The number of Options that should be granted to an employee under the Scheme shall be decided by the Nomination and Remuneration / Compensation Committee. However, no eligible employees shall be granted in any fiscal year of the Company, Options to purchase more than or equaling to 1% of the issued and paid share capital as on the date of grant unless approval of the members in the general meeting by way of separate resolution has been obtained.

H. Compliance with Accounting policies

The Company shall comply with the disclosure and the accounting policies specified in the SEBI Regulations, and/or such other guidelines or accounting standards as may be applicable, from time to time.

I. Method of valuation

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method for valuation of the Options granted.

Since the Company is calculating the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the stock options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

As the Scheme provides for issue of shares to be offered to employees other than existing shareholders of the Company, consent of the shareholders is being sought pursuant to section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the SEBI Regulations. On exercise of vested Options by the employees / directors, subject to the terms of the Scheme, the Board of Directors or its Committee will approve the issue and allotment of Equity Shares to the Employees / Directors.

Regulation 6 of the SEBI Regulations requires that any ESOS for offering Options to the employees must be approved by the Members by way of a special resolution. Accordingly, the resolution set as Item No. 11 & 12 is being placed for the approval of the Members pursuant to the provisions of the Companies Act, 2013 and Regulation 6 of the SEBI Regulations and all other applicable provisions of law for the time being in force.

As per the SEBI Regulations, a separate resolution is required to be passed if the benefits of ESOS are to be exercised by the employees of the subsidiary companies. Accordingly, the resolution set as Item No. 11 & 12 is being placed for the approval of the Members.

The Board commends the passing of Special Resolution at Item No.11 & Item No.12 of the Notice for the approval by the Members by Special Resolutions

All of directors and Key Managerial Personnel of the Company and their relatives except promoter directors and Independent Directors and their relatives are concerned or deemed to be interested in the resolution as set out in Item Nos. 11 & 12 to the extent the equity shares that may be offered to them under the Scheme.

**By Order of the Board of Directors
For Dishman Pharmaceuticals & Chemical Ltd.**

Place : Ahmedabad

Date : 13.11.2014

Registered office:
Bhadra-raj Chambers, Swastik Cross Road,
Navrangpura, Ahmedabad-380009
Gujarat

Tushar D. Shah
Company Secretary