

<p><u>NOTICE</u></p>	<p>AAREY DRUGS AND PHARMACEUTICALS LIMITED Registered Office: E-34, M.I.D.C., TARAPUR, BOISAR, THANE MH 401506, CIN: L99999MH1990PLC056538 Website: www.aareydrugs.com Email: aareydrugs@gmail.com</p>
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Notice is hereby given that an Extra Ordinary General Meeting of the members of **AAREY DRUGS AND PHARMACEUTICALS LIMITED** will be held on Monday, 20th February, 2017, at 10.00 a.m at E-34, MIDC, TARAPUR, BOISAR, THANE DIST-401 506 to transact the following business:

1. PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO NON-PROMOTERS

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

“RESOLVED THAT pursuant to the provisions of sections 62(1)(c), Section 42 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendment, modification, variation or re-enactment thereof and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock Exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall include any Committee constituted for time being in force), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot up to an aggregate of 15,00,000 Equity shares for cash at a price of Rs. 52/- per equity share (including a premium of Rs. 42/- per Equity share) on preferential basis to the Non-Promoter Group on such conditions and terms and in such manner as may be decided by the Board in this connection;

RESOLVED FURTHER THAT the offer price is calculated as per regulation 76 of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 and the same is subject to appropriate adjustments under Regulation 76B of SEBI (Issue of Capital and Disclosure Requirements)(Second Amendment) Regulations, 2014.

RESOLVED FURTHER THAT the Relevant date in relation to the issue of Warrants and Equity Shares in accordance with the SEBI (ICDR) Regulations will be 20th January, 2017, being the date 30 days prior to the date of passing the resolution;

RESOLVED FURTHER THAT the equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue and allotment of Equity shares including reduction of the size of the issue, as it may deem expedient;

By Order of the Board of Directors of

**Sd/-
Jagdish Shah
Chairman**

Place: Mumbai

Date: 25th January, 2017

Registered Office:

E-34, M.I.D.C., TARAPUR, BOISAR, THANE MH 401506

CIN: L99999MH1990PLC056538

Website: www.aareydrugs.com Email: aareydrugs@gmail.com

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
- 2) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
- 3) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
- 4) SERVING OF NOTICE

Electronic copy of the Notice of the Extraordinary General Meeting (EOGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / RTA / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of (EOGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. The notice of this meeting is also made available in the website of the company www.aareydrugs.com.

- 5) VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the Extra Ordinary General Meeting scheduled to be held on Monday, 20th February, 2017, at 10.00 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting. The Board of Directors has appointed Mr. Virendra Bhatt, a practicing Company Secretary, as a Scrutinizer for the e-voting process. He will within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against to the Chairman of the company. The results on the resolutions shall be declared on or after the EOGM of the company and the resolutions will be deemed to be passed on the EOGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's report will be available on the web site of the company (www.aareydrugs.com) within two days of the passing of the resolutions and communication of the same to the BSE Ltd.

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

- (i) The voting period begins on 17th February, 2017 at 09.00 a.m IST and ends on 19th February, 2017 at 05.00 p.m. IST During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th February 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Aarey Drugs And Pharmaceuticals Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the EGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 13th February, 2017 shall view the Notice on the Company’s website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the EGM.
- (xix) 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.
- (xx) Mr. Virendra Bhatt, Practicing Company Secretary, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the EGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the EGM by physically attending the EGM. The facility for voting, through ballot paper shall also be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxi) The Voting Results along with the Consolidated Scrutinizer’s report shall be placed on the Company’s website and on the website of CDSL not later than three days of conclusion of the EGM of the Company and communicated to the Bombay Stock Exchange (BSE).
- (xxii) 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2014

ITEM: RESOLUTION NO. 1

As per Section 62(1)(c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of capital and Disclosure requirements) Regulations, 2009 ("SEBI (ICDR) Regulations"), approval of shareholders in the General meeting by way of special resolution is required for allotment of 15,00,000 Equity shares on preferential basis.

The relevant disclosures as required in terms of the SEBI (ICDR) Regulations are as under:

a) Objects of issue :

The object of the issue is to augment the resources of the Company, primarily for expansion and for future growth of the business.

b) Shareholding Pattern before and after the preferential allotment:

The Shareholding Pattern of the Company, before and after the Preferential Allotment would be as follows:

Sr. No.	Category	Before preferential allotment of equity shares And warrants		After Current preferential allotment of equity shares	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	Promoters Holding				
1	India:				
	Individual	65,37,552	38.88%	65,37,552	34.26%
	Bodies Corporate	31,20,000	18.56%	31,20,000	16.36%
	Sub Total	9657552	59.94%	9657552	50.62%
2	Foreign Promoters				
	Sub Total	0	0.00%	0	0.00%
B	Non-Promoters holding				
1	Institutional Investors	0	0.00%	0	0.00%
2	Non-Institution:				
	Private Corporate Bodies	771650	4.39%	771650	4.04%
	Indian Public	6995353	39.79%	8495353	44.52%
	Others (Including NRIs)	155129	0.88%	155129	0.82%
	Sub Total(B)	7922132	45.06%	11982132	49.38%
	GRAND TOTAL	17579684	100.00%	19079684	100.00%

c) Proposed time within which allotment will be completed:

As required under SEBI (ICDR) Regulations, the allotment of 15,00,000 Equity shares will be completed within 15 days period from the date of passing of the said resolution. Provided that where the allotment is pending on account of pendency of any approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

d) Identity of the Proposed allottees and percentage of post-issued capital that may be held:

The names of the proposed allottees for 15,00,000 Equity shares and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares as per the said resolution are as under:

Sr. No.	Name Of Allottee	Pre Preferential Share Holding *	% Of Pre Issued Capital	Proposed Allotment Equity	% Of Post Issued Equity Capital
	NON-PROMOTERS				
1	Gaurav Sapra	0	0.00%	150000	0.79%
2	Mandira Rai	0	0.00%	150000	0.79%
3	Priyanka Modi	0	0.00%	150000	0.79%
4	N T Prabhu	0	0.00%	150000	0.79%
5	Rakesh Midha	0	0.00%	100000	0.52%
6	Rakesh Arora	50000	0.28%	54000	0.28%
7	Jayant Basrur	65000	0.37%	50000	0.26%
8	Vijay Bhatt	0	0.00%	50000	0.26%
9	Abha Azad	0	0.00%	50000	0.26%
10	Dhruv Chhabra	0	0.00%	50000	0.26%
11	Pradip Chhabra	0	0.00%	50000	0.26%
12	Pradip Chhabra - Huf	0	0.00%	50000	0.26%
13	Ajay Nagpal	0	0.00%	50000	0.26%
14	Darshan Shah Huf	0	0.00%	30000	0.16%
15	Selvakumar Harikrishnan	0	0.00%	36000	0.19%
16	P C Bindal	0	0.00%	30000	0.16%

Sr. No.	Name Of Allottee	Pre Preferential Share Holding *	% Of Pre Issued Capital	Proposed Allotment Equity	% Of Post Issued Equity Capital
	NON-PROMOTERS				
17	Hasmukh R Kakadia	0	0.00%	20000	0.10%
18	Sanjay Kakadia	0	0.00%	20000	0.10%
19	Jaideep Shah	0	0.00%	20000	0.10%
20	Manish Shrivastav	0	0.00%	20000	0.10%
21	Raj Kumar Chaudhary	0	0.00%	20000	0.10%
22	Surekha Pandkar	0	0.00%	20000	0.10%
23	Saylee Pramod Desai	0	0.00%	20000	0.10%
24	Sachin Tupe	0	0.00%	20000	0.10%
25	Ramesh Jain	0	0.00%	20000	0.10%
26	Praveenkumar N Gandhi	0	0.00%	20000	0.10%
27	Kamla C Jain	0	0.00%	20000	0.10%
28	Kailashben Y Mehta	0	0.00%	20000	0.10%
29	Sheetal Thakkar	0	0.00%	20000	0.10%
30	Ashwin Shantilal Shah	0	0.00%	10000	0.05%
31	Suman Ghanshyam Pasari	0	0.00%	10000	0.05%
32	Kavita Krishnamurari Tulsian	0	0.00%	10000	0.05%
33	Mayur More	0	0.00%	10000	0.05%

e) Change in management :

The proposed preferential allotment of equity shares and Warrants will not result in any change in the management and control of the Company. Voting rights shall change according to the change in the shareholding pattern mentioned above.

f) Pricing :

The issue of Convertible Equity Warrants and Equity shares on preferential basis shall be at price of Rs. 52/- (Rs. 10/- face value + Rs.42 /-premium). The price is determined in compliance with SEBI (ICDR) Regulations for preferential issue.

h) Relevant date :

Relevant date as stipulated in SEBI (ICDR) Regulations for determination of price for equity shares and warrants is 20th January, 2017 i.e. 30 days prior to the date of the meeting of the members of the Company.

i) Auditors Certificate :

Auditor's Certificate confirming that the proposed issue of Convertible warrants and Equity Shares is in accordance with the SEBI (ICDR) Regulations, 2009 shall be laid before the shareholders at the proposed Extraordinary General Meeting.

The same shall be available for inspection up to the date of the Extra Ordinary General Meeting at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m.

j) Lock in :

The Equity shares being allotted on preferential basis to the non-promoters shall be locked-in for a period of 1 year as per SEBI Regulations.

The period of Lock-in mentioned above shall commence from the date of trading approval being granted by the concerned stock exchange. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of 6 months from the date of trading approval from the Exchange. The special resolution, if passed, will have the effect of allowing the Board to issue and allot securities to the investor who may or may not be an existing shareholder of the Company.

Your Directors recommend the Resolutions for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Place: Mumbai

Date: 25th January, 2017

Registered Office:

E-34, M.I.D.C., TARAPUR, BOISAR, THANE 401506

CIN: L99999MH1990PLC056538

Website: www.aareydrugs.com

By Order of the Board of Directors of

**Sd/-
Jagdish Shah
Chairman**

MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L99999MH1990PLC056538

Name of the Company: AAREY DRUGS AND PHARMACEUTICALS LIMITED

Registered office: E-34, M.I.D.C., TARAPUR, BOISAR, THANE MH 401506

Website: www.aareydrugs.com **Email:** aareydrugs@gmail.com

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of the Company holding..... Equity shares hereby appoint

1. Name: Address:

Email id:Signature:, or failing him

2. Name: Address:

Email id:Signature:, or failing him

3. Name: Address:

Email id:Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Monday, 20th February, 2017, at 10.00 a.m E-34, MIDC, TARAPUR, BOISAR, THANE DIST-401 506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (optional)*		
	SPECIAL BUSINESS	For	Against	Abstain
1	Preferential Allotment of Equity shares to Non-Promoters (Special Resolution)			

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

AFFIX
Re 1/-
Revenue

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

AAREY DRUGS AND PHARMACEUTICALS LIMITED

Registered office: E-34, M.I.D.C., TARAPUR, BOISAR, THANE MH 401506

Website: www.aareydrugs.com Email: aareydrugs@gmail.com

CIN: L99999MH1990PLC056538

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Extra Ordinary General Meeting of the members of AAREY DRUGS AND PHARMACEUTICALS Limited will be held on Monday, 20th February, 2017, at 10.00 a.m E-34, MIDC, TARAPUR, BOISAR, THANE DIST-401 506

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)			FOLIO NO.

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

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EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 17th February, 2017 at 09.00 a.m IST and ends on 19th February, 2017 at 05.00 p.m. IST. If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com