

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SEVENTEENTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Saturday, the 26th September, 2009 at 1.00 p.m. at the Registered Office of the Company at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009 and the Profit and Loss Account of the company for the year ended as on that date, together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Mahendra Pipalia, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Samir Kothary, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors' and fix their remuneration. The retiring auditors, M/s. Nalin S. Parekh & Co., Chartered Accountants, Mumbai are eligible for re-appointment.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution.
"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company for borrowing from time to time subject to any restriction imposed by the terms of the Agreement entered into or may be entered into from time to time for grant of loan to the Company, any sum or sums of monies which together with monies already borrowed by the Company (apart from temporary loans 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. to say reserves not set apart for the specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only)."
"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, things, deeds necessary and expedient in giving effect to this resolution."
6. To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution.
"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, for mortgaging and/or charging, creating charge, encumbrance on the assets and properties of the Company, movable and immovable, both present and future, and to sell, transfer or otherwise dispose of substantial under-taking(s) of the Company by the Board of Directors of the Company on such terms and conditions as it may think fit, for securing any loan obtained or to be obtained, guarantees issued or to be issued by Banks, Financial Institutions or other bodies together with interest costs, charges, expenses and any other monies payable by the Company."
"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, things, deeds necessary and expedient in giving effect to this resolution."

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Registered Office of the Company at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, not less than 48 hours before the commencement of the meeting. Proxies shall not have any right to speak at the meeting.
3. An explanatory statement as required under Section 173(2) of the Companies Act 1956, in respect of item nos. 5 & 6 is annexed to the Notice convening 17th Annual General Meeting.

4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of 15 days from 12th September, 2009 to 26th September, 2009 (both days inclusive).
5. Members are requested to kindly notify to the Registrar and Transfer Agent of the company M/s. Link Intime India Pvt Ltd, C/13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400 078, immediately of any change in their addresses.
6. Information pursuant to Clause 49 of the Listing Agreement for re-appointment of Directors.

Name of the Director	Date of Birth	Date of Appointment	Qualification	Directorship in Other companies in India	Chairman/ Member of other committees of other companies
Mr. Mahendra Pipalia	09/11/1963	17/03/2003	B.Com., ACA	No	No
Mr. Samir Kothary	10/10/1962	30/07/2003	B.Sc., D.B.M.	No	No

7. Members are requested to DEMAT their shares in order to facilitate easy & faster trading in equity shares.
8. Members are requested to quote their Folio / DP Id No. in all their correspondence.
9. Members desirous of having any information regarding accounts are requested to write to the Company at least 7 days in advance of the date of Annual General Meeting so as to enable the Management to keep the information ready.
10. Members are requested to bring their copies of the Annual Report to the Meeting.
11. Members are requested to bring with them the attendance slip and hand it over at the entrance duly signed by them.

**By Order of the Board of Directors
For Samrat Pharmachem Limited**

**Place: Mumbai
Date: 30th June 2009**

**Lalit Mehta
Chairman & Managing Director**