



# Jupiter Bioscience Limited

Regd. Office: 24, Kolhar, IDA, Bidar, Karnataka - 585 401.

Corporate Office: #10-3-2/15, Sripuri Colony, East Marredpally, Secunderabad - 500 026. AP. India.

## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of the Company will be held on Monday, 24th December, 2007 at 11:00 a.m. at Registered office of the Company, 24, Kolhar, I.D.A., Bidar, Karnataka - 585401.

## SPECIAL BUSINESS

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

“RESOLVED THAT subject to Provisions of Section 81 (1A) of the Companies Act, 1956, Subject to Provisions of Reserve Bank of India, Securities & Exchange Board of India and FEMA Guidelines and other Laws in force, the Company may make Preferential Allotment of Equity Share Warrants to the concerned parties as the Board may think appropriate.”

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

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the SEBI, RBI, FIPB, Government of India, lenders to the Company and appropriate authorities, bodies or agencies and subject to such conditions as may be prescribed by them while granting such approvals, consents, permissions and sanctions and subject to such conditions and alterations which the Board of Directors of the Company (hereinafter referred to as the “Board”), may think fit to accept in the interest of the Company, the Board be and is hereby authorized to offer, issue and allot upto 40,00,000 Equity Share Warrants (each Equity Share Warrant to be converted into one Equity Share) for an aggregate nominal value not exceeding Rs.400.00 Lakhs (Rupees Four Crores only) to be issued at a rate to be calculated as per the Guidelines issued by the SEBI in this regard, on preferential basis to SVEKA PROJEN LIMITED

and M/s VENTURA BUSINESS SOLUTIONS PRIVATE LIMITED, on such terms and conditions and in such tranches as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorized to determine as to the terms and conditions of the said offer, when to offer, the number and value of the Offer(s) in each tranche and utilization of the issue proceeds.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem fit, necessary or desirable, and pay any fees and commission and incur expenses in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Managing Director or Director(s) or any other Officer(s) of the Company to give effect to the aforesaid Resolution.”

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

“RESOLVED THAT pursuant to Section 100, 78 and other applicable provisions of the Companies Act 1956, and Article 13 of the Articles of Association of the Company related to Reduction of Capital and subject to Permissions / Confirmations by the relevant Authorities, the paid up capital of the Company be reduced from Rs.18,13,34,700 (divided into 1,81,33,470 equity shares of Rs.10/- each) to Rs.15,38,34,700 (divided into 1,53,83,470 equity shares of Rs.10/- each) and that such reduction be effected by canceling capital, to the extent of Rs.2,75,00,000 (divided into 27,50,000 equity shares of Rs.10/- each).

By Order of the Board  
for JUPITER BIOSCIENCE LIMITED

Bidar  
November 14, 2007

Venkat R. Kalavakolanu  
Chairman & Managing Director

## **Jupiter Bioscience Limited**

### **NOTES:**

1. The Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of items of the Special Business is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead and the proxy need not be a member of the company. Proxy duly executed, in order to be valid, should reach the registered office of the company at least 48 hours before the meeting.
3. Members who hold share in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.

### **EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

#### **ITEM NO. 1**

Keeping in view of the proposed Preferential Issue of Equity Share Warrants and Shares, it is necessary that the permission of the existing share holders is obtained as per the requirements of the Companies Act, 1956, and hence this resolution is proposed.

#### **ITEM NO. 2**

1. The Company proposes to allot the equity share warrants (to be later converted into equity shares) to SVEKA PROJEN LIMITED and M/s VENTURA BUSINESS SOLUTIONS PRIVATE LIMITED. The Proceeds from this placement shall be utilized for the purpose of expansion of the Peptides Business of the company for the developed markets.
2. SVEKA PROJEN LIMITED and M/s VENTURA BUSINESS SOLUTIONS PRIVATE LIMITED, will subscribe to Equity Share Warrants not exceeding 40,00,000 on a firm allotment basis on such terms and conditions and at such price arrived as per SEBI Guidelines. The relevant date forming the basis for the price at which Equity Share Warrants will be allotted is 25th November, 2007.
3. The following person(s) / Company(s) will participate in the issue of preferential allotment

of equity shares/warrants

4. The Preferential Allotment will not result in any change in the management and control over the Company and there will not be any change in the compensation of its Board of Directors or voting rights.
5. The Equity Shares to be allotted on conversion of share warrants shall rank pari -passu with the existing equity shares of the Company and allotment of equity shares / warrants will be completed within the stipulated time as per law.
6. The price at which the share warrants will be converted into equity shares will be calculated as per SEBI preference offer guidelines. Ten percent of the total consideration shall be paid prior to allotment of the Share Warrants and the balance shall be paid on the warrant holders exercising the option to convert the share warrants in to equity shares failing which the amount of 10% paid will be forfeited. The right to conversion is required to be executed by the allottees within 18 months from the date of allotment of the share warrants.

This resolution is required to be passed under Section 81(1A) of the Companies Act, 1956 and as per the SEBI Guidelines which requires the shareholders permission and your Board recommends for adoption of the same. None of the Directors is, in anyway, interested or concerned in the resolution.

#### **ITEM NO. 3**

The Equity Shares Allotted to Promoter on a Preferential Basis have been cancelled. This is due to procedural lapses regarding guidelines related to Listing and Preferential Allotment to Promoters. Hence this resolution is proposed. None of the Directors is, in any way, interested or concerned in the resolution, except Mr. Venkat R. Kalavakolanu the Chairman & Managing Director of the Company.

By Order of the Board  
for **JUPITER BIOSCIENCE LIMITED**

Bidar  
November 14, 2007

**Venkat R. Kalavakolanu**  
Chairman & Managing Director

Name of the Share Holder	Pre-Issue Holding	% to Equity Pre-Issue	Share Warrants proposed to be allotted on Preferential Basis	% to Equity
Sveka Projen Limited	Nil	Nil	3000000	16.54
M/s. Ventura Business Solutions Private Limited	Nil	Nil	1000000	5.51



# JUPITER BIOSCIENCE LIMITED

Regd. Office: 24, Kolhar, I.D.A., Bidar - 585 401, Karnataka

## ATTENDANCE SLIP

Extra Ordinary General Meeting to be held on Monday, the 24th December, 2007 at 11.00 a.m.  
at the Registered Office of the Company at 24, Kolhar, I.D.A., Bidar - 585 401, Karnataka

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

NAME OF THE MEMBER	FOLIO NO./CLIENT ID	NO. OF SHARES HELD

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company.

SIGNATURE OF THE MEMBER OF THE PROXY ATTENDING THE MEETING

If Member, please sign here	If Proxy, please sign here



# JUPITER BIOSCIENCE LIMITED

Regd. Office: 24, Kolhar, I.D.A., Bidar - 585 401, Karnataka

## PROXY FORM

Regd. Folio No. ....

Client. I.D. No.....

I/We .....

of ..... in the District of .....

being a member(s) of the above named company, hereby appoint .....

of ..... in the District of .....

as my/our Proxy to vote for me/us on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Monday, the 24th December, 2007 at 11.00 a.m. at the Registered Office of the Company at 24, Kolhar, I.D.A., Bidar - 585 401, Karnataka and at any adjournment thereof.

Signed this ..... day of ..... 2007

Signature .....

Affix Re.1/-  
Revenue  
Stamp

- Note:
1. Proxy need not be a member
  2. The Proxy Form duly signed across Re.1/- Revenue Stamp should reach the Registered Office of the Company at least 48 hours before the time fixed for the meeting.

**BOOK-POST  
PRINTED MATTER**



**Jupiter Bioscience Limited**

Corporate Office: #10-3-2/15, Sripuri Colony,  
East Marredpally, Secunderabad - 500 026.  
Andhra Pradesh. INDIA