



MATRIX LABORATORIES LIMITED

Registered Office: 1-1-151/1, IV Floor, Sairam Towers, Alexander Road, Secunderabad - 500 003, India.

Notice of Annual General Meeting

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Members of Matrix Laboratories Limited will be held on **Thursday, the 24th day of September, 2009 at 10.30 a.m.** at ITC Hotel The Kakatiya, Hydernahal, Begumpet, Hyderabad - 500 016, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2009 and the Profit & Loss account for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in the place of Mr. Robert J Coury, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr. C. Ramakrishna, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. K.R.V. Subrahmanian, who retires by rotation and, being eligible, offers himself for re-appointment.

5. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, Hyderabad as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

6. Appointment of Mr. S. Srinivasan as a Director

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

"RESOLVED that Mr. S. Srinivasan be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By order of the Board

V. Sheela

Place : Secunderabad
Date : August 20, 2009

Company Secretary &
General Manager (Legal)

NOTES:

1. **A member eligible to attend and vote at the Annual General Meeting ('the Meeting') is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member.** Proxies, in order to be effective, must be received not less than 48 hours before the meeting at the Registrar and Share Transfer Agent's Office.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto. Brief profiles of the Directors proposed to be reappointed/appointed is enclosed.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies are requested to bring duly filled in Attendance Slips sent herewith for attending the meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from **Monday, the 21st day of September, 2009 to Thursday, the 24th day of September, 2009 (both days inclusive).**
6. Shareholders who have not yet encashed their dividend warrants for the years 2005-06, 2004-05, 2003-04 and 2002-03 may approach the Company for re-validation, issue of duplicate warrants etc. Dividend which remains unpaid/unclaimed over a period of 7 years from the date of declaration shall be transferred to the Investor Education and Protection Fund as per law.
7. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Private Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No.: 6

The Board of Directors of the Company ('the Board'), under Section 260 of the Companies Act, 1956 ('the Act') read with Article 38 of the Articles of Association of the Company, appointed Mr. S. Srinivasan as an Additional Director of the Company with effect from January 1, 2009.

In terms of Section 260 of the Act, Mr. S. Srinivasan holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. S. Srinivasan for the office of Director of the Company under Section 257 of the Act.

Mr. Srinivasan is not disqualified from being appointed as a Director under Section 274 (1) (g) of the Act.

Approval of the shareholders is sought by way of Ordinary resolution in the Annual General Meeting for his appointment as a Director.

The Board recommends the resolution for your approval.

Except Mr. S. Srinivasan, no Director of the Company is interested in the resolution.

By order of the Board

V. Sheela

Company Secretary &
General Manager (Legal)

Place : Secunderabad
Date : August 20, 2009

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Name of the Director	Mr. Robert J. Coury	Mr. C. Ramakrishna	Mr. K. R. V. Subrahmanian	Mr. S. Srinivasan
Designation	Chairman	Director	Director	Managing Director
Age	48 years	52 years	76 years	43 years
Date of Appointment	January 8, 2007	February 3, 2001	May 18, 2003	January 1, 2009
Qualifications, Experience & Expertise	Mr. Coury received a bachelor of science in industrial engineering from the University of Pittsburgh in 1984. He was elected to the Board of Directors of Mylan in 2002, serving as Vice Chairman until being named Chairman in 2009. In addition, Mr. Coury is Mylan's Chief Executive Officer, a position he has held since 2002. During his tenure, the company has been transformed from the third largest generics company in the United States to the third largest generics and specialty pharmaceutical company in the world.	Mr. Ramakrishna is a Chartered Accountant and Cost Accountant. He is a reputed Management consultant based in Hyderabad, with an experience of over two decades in various facets of Finance and General Management.	Mr. Subrahmanian holds a B.A. (Hons.) Degree in Economics from the University of Madras and has received management education from Urwick Orr and Partners, UK and the Columbia University, USA. He has over 52 years of industrial experience in Commercial and General management. He is presently on the Boards of several reputed corporates.	Mr. Srinivasan is an Engineering graduate with Masters in Management from IRMA Anand and is also a member of the Institute of Cost and Works Accountants of India. He has handled various assignments spanning through a number of functional areas such as Finance, Sales and Marketing, Business Development and Strategic Planning during his 20 years industrial experience. During his 15 years tenure with Matrix Laboratories Limited, he has made significant contribution in expanding the Company's business in the areas of Active Pharmaceutical Ingredients (APIs), Anti-retrovirals (ARVs) and Finished Dosage Forms (FDF), through both organic growth as well as mergers & acquisitions.
Directorships in other companies	Mylan Inc., Various direct and indirect subsidiaries of Mylan Inc.	Creative Finvest Pvt. Ltd. Chunduri Management Consultancy Services Pvt. Ltd. Quality Care India Limited Nowpos Online Services Pvt. Ltd. VeEn Promoters Pvt. Ltd. MAA Television Network Ltd. Septozen Corporate Services Pvt. Ltd. Septozen Constructions Pvt. Ltd.	DSP Black Rock Fund Managers Limited Alkyl Amines Chemicals Ltd. Bayer Polychem (India) Ltd. Bayer Material Science Pvt. Ltd. Lanxess India Pvt. Ltd. New Consolidated Construction Company Ltd. Printcare India Pvt. Ltd.	Concord Biotech Limited Docpharma NV, Belgium Nutripharm NV, Belgium Serviphar SA, Luxembourg Hospithera SA Aktuapharma NV, Belgium



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PROXY FORM

Folio No/Client Id No :

I/We of being a member/members of Matrix Laboratories Limited, hereby appoint of or failing him/her of as my/our proxy to attend and vote for me/us on my/our behalf at the Twenty Fourth Annual General Meeting of the Shareholders of the Company, to be held on Thursday, the 24th day of September, 2009 at 10.30 a.m. at ITC Hotel The Kakatiya, Hydermahal, Begumpet, Hyderabad - 500 016.

Signed this day of 2009

Affix
revenue
stamp

Folio/Client ID No:

Signature

No. of shares held :

Note: This form duly completed should be deposited at the Office of the Registrar & Share Transfer Agent of the Company (Venture Capital and Corporate Investments Private Limited) not less than 48 hours before the time for holding the Meeting.



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ATTENDANCE SLIP

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Shareholders of the Company held on Thursday, the 24th day of September, 2009 at 10.30 a.m. at ITC Hotel The Kakatiya, Hydermahal, Begumpet, Hyderabad - 500 016.

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Full Name of the Shareholder (in block letters)

Signature

Folio /Client Id No:

No. of Shares held:

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Full Name of the Proxy (in block letters)

Signature

(To be filled if the Proxy attends instead of the member)

- Notes:
1. Member/Proxy holder willing to attend the Meeting must bring this Attendance Slip to the Meeting and hand it over at the entrance duly signed.
 2. Member/Proxy holder desiring to attend the Meeting should bring his copy of the Annual Report for reference at the Meeting.