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**POSTAL BALLOT NOTICE**  
(Pursuant to Section 192A of Companies Act, 1956)

Dear Shareholders,

The Board of Directors of the Company at its meeting held on 20<sup>th</sup> December 2013 have approved the followings :

1. To Exceed the Investment limit prescribed under Section 372A of the Companies Act, 1956.
2. To Increase in the Borrowing Powers of the Company u/s 180 (1) (c) Of the Companies Act, 2013.

As per Section 192A of the Act, read with the Companies (Passing of Resolution by Postal Ballot) Rules 2011, the consent of shareholders for the above purpose is required to be obtained by means of a Postal Ballot. Accordingly, the said Special Resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form for your consideration. The Company has appointed Mr. Rishikesh Mishra, Chartered Accountants by Profession, resident of Mumbai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

A Ballot Paper bearing unique serial number is attached to this Notice. Please read carefully the instructions printed in the postal ballot form. We request you to vote by placing a tick mark at the appropriate place your assent or dissent to the Special Resolution.

The Company is not providing the facility of Electronic voting to its members for the businesses mentioned below and hence members will be able only to cast their votes by Postal Ballot.

You are requested to carefully read the instructions mentioned in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage prepaid envelop so as to reach the Scrutinizer on or before 20<sup>th</sup> January 2014. The Scrutinizer will submit the report to the Company after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced on 21<sup>st</sup> January 2014 at 2.00 P.M. at the new Registered Office of the Company at F/3, Shah Arcade 1, Dhanjiwadi, Malad (E), Mumbai-400 097.

Members who wish to be present at the time of declaration of results may do so at the aforementioned venue.

**SPECIAL RESOLUTION**

**Item No. 1**

**To Exceed the Investment limit prescribed under Section 372A of the Companies Act, 1956**

To consider and thought fit, to with or without modifications pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 372A of the Companies Act, 1956 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of directors duly authorised in this behalf) the consent of the Company be and is hereby accorded to the Board of directors of the Company to make investments, overseas investment and to provide loan, give securities, guarantee in excess of the 60% of the aggregate of the paid-up share capital and free reserves and/or up to 100% of the aggregate of free reserves of the Company as per the limits prescribed under section 372A of Companies Act, 1956 as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 100 Crore or equivalent foreign currency at any time together with the existing loan and investments.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to negotiate the terms, conditions, quantum of loan, repayment, interest and all other related matters for providing any loan, guarantee and securities to the above said bodies corporate and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution”.

**Item No. 2**

**Increase in the Borrowing Powers of the Company u/s 180 (1) (c) Of the Companies Act, 2013.**

To consider and thought fit, to with or without modifications pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard by the Company in General Meeting, the consent of the Company be and is hereby accorded to the Board of Directors of the Company borrowing from time to time sums of money for the purpose of the business of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed by the Board of Directors and outstanding shall not at any time exceed Rs. 100 Crore (Rupees One Hundred Crore Only).”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed expedient and necessary and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the powers to the Director and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 1**

Pursuant to the provisions of Section 372(A) of the Companies Act 1956, the Board of Directors of the Company cannot make investment, give loans, give guarantee or provide any security in excess of the limits prescribed in the Section unless previously authorised by a special resolution.

Considering the new projects and level of operations, it is considered desirable that the Board of Directors should now be authorised to give loans, give any guarantee, or provide security and make investments, in excess of the limits prescribed in the Section 372A of the Companies Act, 1956. Therefore, consent of the shareholders is sought for the purpose to pass the resolution as a special resolution.

Your Directors, therefore, recommend the resolution at Item No.1 for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

**Item No. 2**

As per the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting, borrow monies in excess of the aggregate of the Paid-up Capital of the Company and its free reserves.

The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves but not exceeding Rs.100 Crore.

Your Directors, therefore, recommend the resolution at Item Nos.2 for your approval.

None of the Directors of the Company may be deemed to be concerned or interested.

By order of the Board of Directors  
S/d  
Alok Behera  
Managing Director

Place : Mumbai  
Dated : 20<sup>th</sup> December 2013

**POSTAL BALLOT FORM**

Sl. No. \_\_\_\_\_

- 1 Name(s) of Shareholders : \_\_\_\_\_  
 (including joint holder(s) if any) \_\_\_\_\_  
 (including joint holder(s) if any) \_\_\_\_\_
- 2 Registered Address of the Sole/ : \_\_\_\_\_  
 First named Shareholder \_\_\_\_\_
- 3 Registered Folio /Client ID No. : \_\_\_\_\_
- 4 Number of Shares held : \_\_\_\_\_

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 20<sup>th</sup> December 2013 by sending my/our assent or dissent to the said resolutions by place the tick  mark at the appropriate box below :

Item No.	No. of Shares held	Description	Assent/Dissent	Please place <input checked="" type="checkbox"/> mark below
1		<i>To Exceed the Investment limit prescribed under Section 372A of the Companies Act, 1956.</i>	I/We assent to the resolution	
			I/We dissent to the resolution	
2		<i>To Increase in the Borrowing Powers of the Company u/s 180 (1) (c) Of the Companies Act, 2013.</i>	I/We assent to the resolution	
			I/We dissent to the resolution	

Place : \_\_\_\_\_

Date : \_\_\_\_\_

**Signature of Shareholder**

(Refer instruction No. 3 given overleaf)

Note : Please complete and return to the Scrutinizer at the Registered Office of the Company.

## INSTRUCTIONS

1. Members are requested to vote by Postal Ballot in the prescribed Postal Ballot Form printed overleaf. For this purpose, a self-addressed pre-paid envelope is enclosed herewith.
2. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company at the Registered Office of the Company so as to reach the Company not later than the close of working hours on or before 20<sup>th</sup> January 2014 (i.e. before 18.00 hours). Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholders has not been received.
3. This Form should be completed and signed by the shareholder. In case of joint holdings, this form should be completed and signed (as per the signature registered with the Company or registered with Depositories vide NSDL & CDSL) by first named shareholder and in his absence, by the next named shareholder. In case of other than individual shareholders, an authorized signatory whose signature is already registered with the Company should sign this form.
4. Members can apply for duplicate Postal Ballot Form at Registered Office of the Company or can email us on **lifeline drug pharmaltd@gmail.com** if they do not receive the same by Post within stipulated time so as to participate and exercise their voting rights.
5. The right of voting by Postal Ballot shall not be exercised by proxy.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders on the date of dispatch of the notice.
7. Incomplete or unsigned Postal Ballots will be rejected.
8. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
9. The result of the Postal Ballot shall be announced on 21<sup>st</sup> January 2014 at 2.00 P.M. at the new Registered Office of the Company at F/3, Shah Arcade 1, Dhanjiwadi, Malad (E), Mumbai-400 097.
10. Members are requested not to send any other paper along with the Postal Ballot Form as all envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope will be destroyed by the scrutinizer.
11. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company is enclosed herewith.
12. In case of shares held by the Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority giving requisite authority to the person voting on the Postal Ballot Form.
13. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).