

LIFELINE DRUGS & PHARMA LIMITED

Office No. 17, 3rd Floor, Zaveri Bhavan, 85/87, Old Hanuman Lane, Kalbadevi Road, Mumbai-400 002

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 29th July 2013 have approved the followings :

- 1 To Change Name of the Company and accordingly alteration in Name clause of Memorandum & Articles of Association
- 2 To change line of business of the Company into new segments instead of existing business of Pharma business.
- 3 To issue and allot upto 6,00,000 Equity Shares to Non-Promoters group on Preferential basis

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 Accountant by Profession and 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 27th August 2013. 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 28th August 2013 at 11.00 A.M. at the Registered Office of the Company at Office No. 17, 3rd Floor, Zaveri Bhavan, 85/87, Old Hanuman Lane, Kalbadevi Road, Mumbai-400 002.

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 Change the Name of Company & Alteration in Name Clause of Memorandum & Articles of Association

To consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 21, 31 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government/ Registrar of Companies, Maharashtra the name of the Company be changed from "LIFELINE DRUGS & PHARMA LIMITED" to "**RIDDHI SIDDHI COMMERCIAL LIMITED**" or such other name as approved by the Registrar of Companies, Maharashtra and consequently the new name "**RIDDHI SIDDHI COMMERCIAL LIMITED**" shall appear in the Memorandum and Articles of Association of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause thereof:

Clause I

The name of the Company is **RIDDHI SIDDHI COMMERCIAL LIMITED**, or any other name as approved by Registrar of Companies, Maharashtra

“RESOLVED FURTHER THAT the name ‘LIFELINE DRUGS & PHARMA LIMITED’ wherever it appears in the Articles of Association of the Company be substituted by the new name **RIDDHI SIDDHI COMMERCIAL LIMITED**, or any other name as approved by Registrar of Companies, Maharashtra.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board (which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.”

Item No. 2

Addition/deletion in Main Objects of the Company

To consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 17(1) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Registrar of Companies, Maharashtra, and subject further to such variation or modification as the Registrar of Companies, Maharashtra may suggest or make as a condition of or while granting such approval, which the Directors may in their discretion think fit to accept, the Objects clause 1 of the Memorandum of Association, be altered in the manner following, and by adding additional new clauses No. 2 to 5 as under;

- 1. To carry on the business of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.*
- 2. To carry on the business of an investment company and to buy, sell, hold, underwrite, invest in finance, acquire whether by way of direct subscription, market purchase or otherwise, trade in and deal in odd lot shares, debenture, debenture stock, bonds, gold bonds, unit, whether for own business or for commission, brokerage or otherwise for any other person firm or body corporate, paid, unpaid, partly paid shares, stocks, bonds, debentures, debenture stocks, obligations and securities of all kinds issued or guaranteed by any public or private company, body corporate, government, state, dominion, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise firm or person whether in India or elsewhere.*
- 3. To produce, manufacture, buy, sell, import, export, refine, manipulate and to search for all minerals, make merchantable or otherwise deal in minerals and metal, copper , steel or composites, to carry on business as traders, broker, representative, consultant, collaborator, stockiest, lessor, franchiser, wholesaler, retailer, job-worker, dealer and acquire, explore, work, excise, develop and to prepare for market all kinds of ore, minerals and metal, copper , steel and other found in or upon the earth.*

“RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to do all such acts, deeds, settle all matters and things arising out of and incidental thereto and further to take all such actions and steps as it may, in its absolute discretion deem necessary to give effect to the above resolution.”

Item No. 3

Further Issue of Equity Shares on Preferential Basis

To consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the applicable provisions of Securities and Exchange Board of India, (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 (hereinafter referred to as ICDR Regulations) and clarifications thereon issued from time to time and the Listing Agreement entered

into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the appropriate authorities (hereinafter referred to as “the appropriate Authorities”) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the “requisite approvals”), and which may be agreed to by the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot not more than 6,00,000 (Six Lac) Equity Shares of Rs. 10/- (Rs. Ten) each, from time to time in one or more tranches, Equity Shares entitling to apply for Equity Shares to be subscribed by Individuals or Other Entities, whether or not such Investors are Members of the Company, under a preferential issue through offer letter and/or circular and/or such other documents / writings, in such a manner or such terms and conditions as may be determined by the Board in its absolute discretion, provided that the price of the Equity Shares so issued shall be Rs. 143/- (Rs. One Hundred Forty Three) per Equity Share including premium of Rs. 133/- (Rs. One Hundred Thirty Three) per share in one or more tranches and in the manner as may be decided by the Board.”

“RESOLVED FURTHER THAT

- i. The relevant date for the purpose of calculating the issue price of the above mentioned new equity shares in accordance with the SEBI (ICDR) Regulations, 2009 relating to the preferential issue is 29th July 2013, being the 30 days prior to 28th August 2013 (i.e. the 30 days prior to the date on which the meeting of the Shareholders is being held in term of Section 81(1A) of the Companies Act 1956, to consider the proposed Issue).
- ii. The Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company.
- iii. The new Equity Shares to be allotted to the Investors shall be subject to a lock-in period of one and/or three year in accordance with Regulation 78 of SEBI ICDR Regulations, 2009.
- iv. The Board be and is hereby authorized to accept any modification(s) to or to modify the terms of issue of the said new Equity Shares subject to the provisions of Companies Act, 1956, and SEBI guidelines/Regulations, without being required to seek any further consent or approval of the Company in General Meeting.
- v. For the purpose of giving effect to these resolutions, the Board be and is hereby authorized to do all acts, deeds and things at the Board may in its absolute discretion consider necessary, proper, desirable and appropriate for making the said issue as aforesaid and to settle any question, difficulty or doubt that may arise in this regard, in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company.”

“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 the Managing Director or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

By order of the Board of Directors

S/d

Alok Kr. Behera
Managing Director

Place : Mumbai
Dated : 29th July 2013

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

Item No. 1

Your Directors are willing to enter into the Business of trading in Textile segment, trading in Steel and Steel Products and of investment in Shares & Securities which seems to be profitable instead of continuing the existing business of trading in Drugs and Pharma sector considering the market conditions and developments resulting into growth of the Company.

Pursuant to the Change of name of the Company the Name Clause in the Memorandum of Association shall be altered and substituted with the new name that shall be approved by the Central Government/ Registrar of Companies, Maharashtra. Also, the new name as approved shall replace the old name wherever it appears in the Articles of Association of the Company. Accordingly, Special resolution at item No. 1 of the Notice is being proposed for the approval of the Members.

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

Your directors recommend the resolution for your approval.

Item No. 2

With the focus of the Company of diversifying its business in to new business segments of Textile Products, Dealing in Steel & Steel products and also to carry Investment activities in Securities Market; in place of existing business of Pharma & Drugs segment of business. Since Memorandum of Association do not empower Company to do such new businesses, it is necessary to incorporate such business activities in the Memorandum of Association so that the Company can enter into such new businesses in future.

The provisions of Companies Act, 1956 require the Company to seek the approval of the Members to incorporate new objects in the Memorandum of Association.

The Directors, therefore, recommend the adoption of the said Resolution as a Special Resolution.

None of the Directors is concerned or interested in the resolution.

Item No. 3

The Board of Directors of the Company at its Meeting held on 29th July 2013 have resolved to issue and offer for subscription and allot up to 6,00,000 Equity Shares to several parties belonging to the Non-Promoters group particulars of whom are given hereinafter. The price of the Equity Shares so issued shall be Rs. 143/- including Premium of Rs. 133/- per Share, which is higher than that arrived at pursuant to SEBI (ICDR) Regulations, 2009 and certified by the Company's Auditors. The proposed Preferential Allotment as aforesaid would not result in any change in control over your Company.

Since Equity Shares are proposed to be issued on Private Placement basis and not on rights basis to the new shareholders of the Company, consent of the shareholders by a Special Resolution is necessary in terms of Section 81(1A) of the Companies Act, 1956. Moreover since the Equity Shares of the Company are listed on BSE Limited (BSE), the provisions of Securities & Exchange Board of India, SEBI (ICDR) Regulations, 2009 is so far related to Preferential Issues; are also applicable to this issue.

As required under the SEBI (ICDR) Regulations, 2009, the following salient features in relation to the Issue of Shares may be noted as under :-

1. **Pricing of Equity Shares** : Each Equity Share of the face value of Rs. 10/- shall be issued at a price of Rs. 143/- including premium of Rs. 133/- per Equity Share. Such Price has been arrived at with respect of relevant date that is 29th July 2013 as prescribed under the SEBI (ICDR) Regulations, 2009.

The "relevant date" mentioned in the Resolution is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. In terms of Clause 76 of said Guidelines the price at which the Equity Shares issued on preferential basis shall not be less than higher of the following:

- a. The average of weekly high and low of the closing prices of the related shares quoted on the Stock Exchange during the six months preceding the relevant date; or
- b. The average of weekly high and low of the closing prices of the related shares on the Stock Exchange during the two weeks preceding the relevant date.

"Stock Exchange" for the purpose of this clause means any of the recognized stock exchanges in which the shares are listed and in which highest trading volume in respect of the shares of the Company has been recorded during the six months preceding the relevant date.

2. **Utilization of Proceeds** : The proceeds of the issue of shares will be utilized in the business of the Company and in order to meet its growth objectives and strengthen its financial positions and to implement its expansion plan, and for the requirement long-term resources.

3. **Intention of the Promoters, Directors, Key Management persons to subscribe to this Offer** : None of the Directors and Key Management Persons intends to subscribe the new Equity issue.

4. **Auditors' Certificate** : Copies of the Certificates from Statutory Auditors of the Company as per SEBI ICDR Regulations 2009 shall be placed before the Shareholders meeting.

5. **Proposed Time within which Allotment shall be completed** : The Allotment of Equity Shares is expected to be completed within 15 (Fifteen) days of the date of passing the above Resolution provided that where the Allotment is pending on account of pendency of any approval of such Allotment by any Regulatory Authority or the Central Government, the Allotment is expected to be completed within 15(Fifteen) days from the date of receipt of such approval.

6. **Lock-in Provisions** : The Equity Shares be allotted to the proposed Allottee shall be subject to "lock-in" for the period of 1 year and/or 3 years from the date of their allotment as per relevant Clause(s) / Guidelines.

7. **The Identity of Proposed Allottee and the percentage of Post Preferential Issue Capital that would be held by them is as mentioned below :-**

No.	Name of Proposed Allottees	Category	No. of Shares	Percentage (Post Issue)
1.	Ashish Agarwal HUF	Non Promoter	5,000	0.14%
2.	Ashish R Agarwal	Non Promoter	5,000	0.14%
3.	Badamidevi Mehta	Non Promoter	3,000	0.08%
4.	Deepak Nagindas Shah	Non Promoter	18,000	0.49%
5.	Dimple M Agarwal	Non Promoter	5,000	0.14%
6.	Dinesh Shetty	Non Promoter	16,000	0.44%
7.	Dishant Deepak Shah, Jt. Deepak Nagindas Shah	Non Promoter	18,000	0.49%
8.	Haresh M Shah	Non Promoter	9,000	0.24%
9.	Hemlata V Sanghvi	Non Promoter	6,000	0.16%
10.	Jayanti M Chandan	Non Promoter	3,000	0.08%
11.	Jayantilal O Jain	Non Promoter	12,000	0.33%
12.	Jayshree Suresh Mehta	Non Promoter	6,000	0.16%
13.	Kokila Shailesh Shah	Non Promoter	18,000	0.49%
14.	Lalchand Mehta	Non Promoter	3,000	0.08%
15.	Lalita P Mehta	Non Promoter	3,000	0.08%
16.	Mahavir Kothari -HUF	Non Promoter	12,000	0.33%
17.	Mahavir Kothari, Jt. Arpit Kothari, Jt. Manjula Kothari	Non Promoter	18,000	0.49%
18.	Mangilal Sanjay Kumar Chhajer HUF	Non Promoter	40,000	1.09%
19.	Manish Agarwal HUF	Non Promoter	5,000	0.14%
20.	Manish R Agarwal	Non Promoter	5,000	0.14%
21.	Manju R Agarwal	Non Promoter	5,000	0.14%
22.	Meena Chhajer	Non Promoter	40,000	1.09%
23.	Mukesh Jain	Non Promoter	6,000	0.16%
24.	Neeru V Mehta	Non Promoter	3,000	0.08%
25.	Nipun I Thakkar	Non Promoter	90,000	2.45%
26.	Pravin C Bokadia	Non Promoter	6,000	0.16%
27.	Pravin Jain	Non Promoter	12,000	0.33%
28.	Pritam V Mehta	Non Promoter	3,000	0.08%
29.	Rachna Basant Agarwal, Jt. Basant R. Agarwal	Non Promoter	30,000	0.82%
30.	Rajesh Jain	Non Promoter	6,000	0.16%
31.	Ramavtar Agarwal HUF	Non Promoter	5,000	0.14%
32.	Ramavtar K Agarwal	Non Promoter	5,000	0.14%
33.	Ramesh K Shrishrimal	Non Promoter	15,000	0.41%
34.	Ravindra Shetty	Non Promoter	6,000	0.16%
35.	Ritesh Shailesh Shah	Non Promoter	18,000	0.49%
36.	Sadhu Dogra Shetty	Non Promoter	6,000	0.16%
37.	Shailesh Nagindas Shah	Non Promoter	18,000	0.49%
38.	Sheetal A Agarwal	Non Promoter	5,000	0.14%
39.	Sheraly Rajesh Shah, Jt. Rajesh Rammiklal Shah	Non Promoter	9,000	0.24%

40.	Simoni Rajesh Shah	Non Promoter	9,000	0.24%
41.	Smita Deepak Shah	Non Promoter	18,000	0.49%
42.	Surendra S Shetty	Non Promoter	6,000	0.16%
43.	Suresh Amaralal Mehta	Non Promoter	12,000	0.33%
44.	Varsha J Jain	Non Promoter	12,000	0.33%
45.	Vijay B Mehta	Non Promoter	3,000	0.08%
46.	Vikas P Nagpal	Non Promoter	12,000	0.33%
47.	Vimla A B Kadia	Non Promoter	3,000	0.08%
48.	Vinod Himatlal Shah	Non Promoter	15,000	0.41%
49.	Vinod Hirachandji Sanghvi	Non Promoter	12,000	0.33%
Total			6,00,000	16.33%

8. **Shareholding Pattern** : Shareholding Pattern before or after the Preferential Allotment (assuming full allotment of Equity Shares arising out of the Securities issued as above is given below :

Category		Pre Issue		Post Issue	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters' Holding				
	1. Promoters				
	- Indian Promoters	2500	0.08	2500	0.07
	2. Persons Acting in Concert	0	0.00	0	0.00
	Sub-Total	2500	0.08	2500	0.07
B	Non-Promoters' Holding				
	1. Institutional Investors	0	0.00	0	0.00
	- Mutual Funds & UTI	0	0.00	0	0.00
	- Banks & Financial Institutions	0	0.00	0	0.00
	- FIIs	0	0.00	0	0.00
	Sub-Total	0	0.00	0	0.00
	2. Others				
	- Private Corporate Bodies	11070	0.36	11070	0.30
	- Indian Public	2785888	90.63	3318888	90.33
	- NRIs/OCBs	20043	0.65	20043	0.55
	- Hindu Undivided Families	254499	8.28	321499	8.75
	Sub-Total	3071500	99.92	3671500	99.93
	Grand Total	3074000	100.00	3674000	100.00

9. **Undertaking from the Company regarding re-computation of Price of the Equity Shares in terms of the provisions of these Regulations** : Equity Shares of the Company are listed on the Stock Exchange i.e. on BSE for more than 6 months. Thus the Company undertakes to re-compute the Price of Equity Shares in terms of the provisions of these Regulations.

10. **Undertaking that if the amount payable on account of the re-computation of the price is not paid within the time stipulated in these Regulations, the specified Securities shall continue to be locked-in till the time such amount is paid by the Allottee** : Equity Shares of the Company are listed on the Stock Exchange i.e. on BSE for more than 6 months. Thus, the Company undertakes that if the amount payable on account of the re-computation of the price is not paid within the time stipulated in these Regulations, the specified Securities shall continue to be locked-in till the time such amount is paid by the Allottee.

The Board of Directors has already approved the issue and allotment of Equity Shares on a Preferential basis to the proposed Allottee.

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

The Board of Directors recommends the resolution set out at the accompanying Notice for the approval of the Members.

By order of the Board of Directors
S/d

Alok Kr. Behera
Managing Director

Place : Mumbai
Dated : 29th July 2013

LIFELINE DRUGS & PHARMA LIMITED

Office No. 17, 3rd Floor, Zaveri Bhavan, 85/87, Old Hanuman Lane, Kalbadevi Road, Mumbai-400 002

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 29th July 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>Change in name of the Company & Alteration in Name Clause of Memorandum & Articles of Association</i>	I/We assent to the resolution	
			I/We dissent to the resolution	
2		<i>Substitution / addition in Main Object Clauses No. 1 to 3 in Memorandum of Association.</i>	I/We assent to the resolution	
			I/We dissent to the resolution	
3		<i>Issue and offer for subscription and allot up to 6,00,000 Equity Shares to Non-Promoters Group</i>	I/We assent to the resolution	
			I/We dissent to the resolution	

Place : _____

Signature of Shareholder _____

Date : _____

Name 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 27th August 2013 (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 lifelinepharmaltd@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 28th August 2013 at 11.00 A.M. at the Registered Office of the Company.
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).