

CHEMO PHARMA LABORATORIES LIMITED

REGISTERED OFFICE: 5-KUMUD APARTMENT CO. OP. HSG. SOC. LTD., KARNIK ROAD, CHIKAN GHAR, KALYAN, DIST. THANE- 421301

• CORPORATE OFFICE : EMPIRE HOUSE, 3RD FLOOR, 214, DR. D. N. ROAD, FORT, MUMBAI - 400 001

• TEL NO.: (022) 22078381, 22078382 • FAX NO.: (022)22074294

• CIN NO.: L99999MH1942PLC003556 • PAN NO.: AAACC2056K

WEBSITE: www.thechemopharmalaboratoriesltd.com • EMAIL ID: chemopharmalab@gmail.com

POSTAL BALLOT NOTICE

To
The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with The Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment for the time being in force) and Regulation 44 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations to transact the following Special Business by the Members of Chemo Pharma Laboratories Limited by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with Postal Ballot Form for your consideration. The Board of Directors has appointed Dr. S. K. Jain, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot/Remote E-Voting Process in accordance with law and in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer on or before the close of business hours on 01st March, 2016, the last date for receipt of the completed Postal Ballot Forms. The Postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

In Compliance with Regulation 44 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the related rules (including any statutory modification or re-enactment for the time being in force), we are pleased to provide Remote E-Voting Facility for our members which would enable you to cast your votes electronically, instead of dispatching the postal ballot form by post or by Remote E-Voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing Remote E-Voting facility to all its members. Please carefully read and follow the instructions on Remote E-Voting Printed in this notice.

The Scrutinizer will submit his Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on or before 04th March, 2016 at the Registered Office of the Company located at 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane-421301. The date of declaration of results of the Postal Ballot shall be taken to be the date of passing of the Resolutions.

SPECIAL BUSINESS:

1. ADOPTION OF NEW ARTICLES OF ASSOCIATION

To consider and if thought fit, to give **ASSENT/DISSENT** to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013 read with Rule 11 of Companies (Incorporation) Rules, 2014, the existing Articles of Associations of the Company be deleted and in substitution thereof the new set of Articles as placed before the Meeting duly initialled by the Chairman thereof for the purpose of identification be and is hereby adopted."

2. LOAN/GUARANTEE/ SECURITY AND INVESTMENT BY THE COMPANY

To consider and if thought fit, to give **ASSENT/DISSENT** to the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all earlier Resolutions passed by the Company and pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and all other provisions of the applicable law(s) and subject to the approval(s)/consent of such appropriate authority as may be required under any statutory for the time being in force and in terms of Memorandum and Article of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors (which terms shall include any Committee thereof) of the Company to make Loans to any person or other Body Corporate, give any guarantee or provide security in connection with a loan to any other Body Corporate or any other person and make investment from time to time by way of subscription, purchase from existing shareholders or otherwise in the securities (including Equity/Ordinary Shares/ Preference Share or any other kind of instruments whether convertible or not) of any other Body Corporate or any other person in excess of sixty percent of the Paid Up Share Capital, Free Reserves and Securities Premium Account of the Company or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is higher subject to the other conditions and / or exemptions specified in the said Section 186, upto an amount of Rs. 20 crores (Rupees Twenty Crore) Only, over and above the higher of the limits of Sixty Percent of the Paid-Up Share Capital, Free Reserves and Securities Premium Account of the Company or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is higher as the Board may in absolute discretion deem beneficial and in the interest of the Company and the Shareholders / Members do hereby confirm and ratify, the existing loans / investment / guarantee made already.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all the matters arising out of and incidental thereto and to sign and execute all deeds, application, documents and writings that may be required, on behalf the Company and also to delegate all or any of the above powers to the Committee of the Directors or the Managing Director and CEO or Chief Financial Officer of the Company and generally to do all acts, deeds, matters and things that will be necessary, proper, expedient or incidental for the purpose of giving effect to aforesaid resolution and matters related thereto.

RESOLVED FURTHER THAT the Board of Directors be is hereby authorised to do all such acts, deeds, matters and things to settle any question, difficulty or doubt that may arise in this regard and to give such direction as may be necessary, desirable or expedient for giving effect to this resolution and matters related thereto and its decision shall be final and binding.”

3. BORROWING LIMITS OF THE COMPANY

To consider and if thought fit, to give **ASSENT/DISSENT** to the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all earlier resolutions passed by the Company and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, as defined under Section 2 (43) of the Companies Act, 2013 provided that the total amount so borrowed and outstanding at any time shall not exceed Rs. 10 crores (Rupees Ten Crore Only).”

BY ORDER OF THE BOARD

FOR CHEMO PHARMA LABORATORIES LIMITED

Place: Mumbai
Date: 22/01/2016

Sd/-
ASHOK SOMANI
DIRECTOR
(DIN NO. - 03063364)

NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
2. The Notice is being sent to all members by post, whose names appear in the Register of Member/Record of the Depositories as on 22/01/2016.
3. The Notice has also been published in Business Standard and Mahanayak.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have passed at the General Meeting of the Members.
5. Shareholders who did not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.

INSTRUCTION FOR VOTING**A. VOTING THROUGH POSTAL BALLOT FORM**

A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post at the expense of the Registered Member will also be accepted. The Envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage, prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before Tuesday, 01st March, 2016. Any Postal Ballot Form received after 30 days of issuance of his notice shall be treated as if the reply from the Shareholders has not been received.

The Members are requested to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the Form is permitted.

B. E-VOTING FACILITY

The Company is pleased to offer Remote E-Voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote through Remote E-Voting or through Postal Ballot Form. If a Member has opted for Remote E-Voting then he/she should not vote by Postal Ballot and vice-a-versa. However, in case members cast their vote both via Physical Ballot and E-Voting, then voting through physical ballot shall prevail and voting done by Remote E-Voting shall be treated as invalid.

INSTRUCTION, PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER

- (i) The voting period begins on Monday, 01/02/2016 (09:00 A.M.) and ends on Tuesday, 01/03/2016 (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/01/2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **CHEMO PHARMA LABORATORIES LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Once a vote on the resolution is passed by a member, he/she will not be allowed to change it subsequently.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

With the enactment of Companies Act, 2013, the Articles of Association of the Company needs to be altered so as to incorporate the provisions of the Companies Act, 2013. Instead of altering the existing Articles which are inconsistent with the provisions of the Companies Act, 2013, it is desirable that new set of Articles be adopted in substitution of the existing Articles of Associations.

The Board of Directors recommends passing of the Resolution as proposed in Item No. 1 of the Notice.

None of the Directors of the Company or their relatives are concerned or interested in any way in the Special Resolution proposed to be passed except to the extent of their respective shareholdings in the Company as shareholders. Our Directors recommend these resolutions as Special Resolutions.

ITEM NO. 2

In terms of Section 186 of the Companies Act, 2013, the Board of Directors of the Company has been permitted to make loans, give guarantees, provide securities to any person or other Body Corporate and make investments in securities by way of subscription, purchase or otherwise the securities of any Body Corporate to the extent of Sixty percent of the paid-up Share Capital, Free Reserves and Security premium Account of the Company or One Hundred percent of the Free Reserves and Security Premium account of the Company, whichever is higher.

However prior approval of the members is required by way of Special Resolution where the aggregate of loans and Investment made, Guarantees given and securities provided exceed the aforesaid limits.

The Board of Directors are seeking consent in terms of Section 186 of the Companies Act, 2013, of the Members of the Company by way of Special Resolution to the extent of Rs. 20 crores (Rupees Twenty Crore) Only over and above the following limit namely (i) Sixty Percent of the aggregate of its Paid-up Share Capital and free reserves and Security Premium Account or (ii) One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is higher.

The Board of Directors accordingly recommends the Special Resolution set out at item No. 2 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP), or their Relatives are in any way concerned or interested in the Resolution, except to the extent of their equity holdings in the Company.

ITEM NO. 3

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the Shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of the business, in excess of the aggregate of paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the Shareholders obtained by a Special Resolution. Further, as per the circular dated March 25, 2014, issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow money, in excess of the paid up capital and free reserves of the Company.

As on 31st March, 2015 the new-worth of the Company was approximately Rs. 51,216,656. It is proposed to pass an enabling resolution to maintain the borrowing limits at the same level in order to enable the Directors to borrow monies, provided that the total amount so borrows by the Board shall not at any time exceed Rs. 10 Crore (Rupees Ten Crore) Only or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, under the aegis of the Section 180(1)(c) of the Act. For this purpose, it is necessary to obtain fresh approval of the Shareholders by means of a Special Resolution. It is also proposed to ratify under Section 180(1)(c) of the Act, the existing borrowings made by the Company.

The Board recommends the Resolution as Item No. 3 of the Notice for approval of the Shareholders by a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**BY ORDER OF THE BOARD
FOR CHEMO PHARMA LABORATORIES LIMITED**

**Place: Mumbai
Date: 22/01/2016**

**Sd/-
ASHOK SOMANI
DIRECTOR
(DIN NO. - 03063364)**