

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

Date: 04th March, 2016

TO,
BOMBAY STOCK EXCHANGE LTD.
DEPARTMENT OF CORPORATE SERVICES
25TH FLOOR, P. J. TOWERS, DALAL STREET,
MUMBAI-400 001

SCRIPT ID : 506365

SUBJECT: SUBMISSION OF RESULTS OF POSTAL BALLOT

Dear Sirs,

We wish to inform that Members of the Company have today, i.e. 04th March, 2016, Friday by way of Postal Ballot, passed Special Resolution on the following resolutions -

1. Adoption of New Articles Of Association
2. Loan/Guarantee/ Security And Investment by the Company
3. Borrowing Limits of the Company

On the basis of Scrutinizer's Report, Shri. Ashok Somani, Director and CFO of the Company have declared the Results of the Postal Ballot and have announced that the said resolutions have been passed as Special Resolutions. A Copy of the Result is enclosed herewith as Annexure -I and Certified True Copy of the Resolutions of the Postal Ballot is also being enclosed herewith as Annexure - II for your information, reference and record.

Thanking You.

Yours Faithfully,

FOR CHEMO PHARMA LABORATORIES LIMITED



ASHOK SOMANI
DIRECTOR
(DIN No. - 03063364)



Encl:

1. A Copy of the Result
2. Certified True Copy of the Resolutions

Voted against the resolution:

	Number of members voted through E-voting and Postal Ballot	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.0000%
Voting by poll	2	257	0.0533%
Total	2	257	0.0533%

(II) Invalid Votes:

	Total number of members voted through E-voting and Postal Ballot whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



RESOLUTION NO. 2: (AS SPECIAL RESOLUTION)

Loan/Guarantee/Security and Investment by the Company.

(I) Voted in favour of the resolution:

	Number of members voted through E-voting and Postal Ballot	Number of votes cast by them	% total number of valid votes cast
E-voting	2	7532	1.5600%
Voting by Postal Ballot	16	475037	98.3867%
Total	18	482569	99.9467%

(II) Voted against the resolution:

	Number of members voted through E-voting and Postal Ballot	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.0000%
Voting by poll	2	257	0.0533%
Total	2	257	0.0533%



(III) Invalid Votes:

	Total number of members voted through E-voting and Postal Ballot whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 3: (AS SPECIAL RESOLUTION)

Borrowing Limits of the Company.

(I) Voted in favour of the resolution:

	Number of members voted through E-voting and Postal Ballot	Number of votes cast by them	% total number of valid votes cast
E-voting	2	7532	1.5600%
Voting by Postal Ballot	15	475032	98.3858%
Total	17	482564	99.9458%



(II) Voted against the resolution:

	Number of members voted through E-voting and Postal Ballot	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.0000%
Voting by poll	3	262	0.0542%
Total	3	262	0.0542%

(III) Invalid Votes:

	Total number of members voted through E-voting and Postal Ballot whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



SR. NO.	RESOLUTION	NATURE OF RESOLUTION	No. of Votes In Favour	FAVOUR IN (%)	No. of Votes Against	AGAINS T IN (%)
1.	Adoption of Articles of Association	Special Resolution	482569	99.9467%	257	0.0533%
2.	Loan/Guarantee/ Security and Investment by the Company	Special Resolution	482569	99.9467%	257	0.0533%
3.	Borrowing Limits of the Company	Special Resolution	482564	99.9458%	262	0.0542%



Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot	418281	418281	100	418181	0	100	0
	Total	418281	418281	100	418181	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot	7883	0	0	0	0	0	0
	Total	7883	0	0	0	0	0	0
Public-Non Institutions	E-Voting							
	Poll							
	Postal Ballot	1079836	64545	5.9772%	64288	257	99.6018%	0.3982%
	Total	1079836	64545	5.9772%	64288	257	99.6018%	0.3982%
Total		1500000	482826	32.1884%	482469	257	99.9261%	0.0739%

FOR CHEMO PHARMA LABORATORIES LIMITED

Ashok Somani

ASHOK SOMANI
DIRECTOR AND CFO
(DIN NO. - 03063364)



CHEMO PHARMA LABORATORIES LIMITED

ANNEXURE-II

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
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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF CHEMO PHARMA LABORATORIES LIMITED HELD AT REGISTERED OFFICE AT 5-KUMUD APARTMENT CO. OP. HSG. SOC. LTD., KARNIK ROAD, CHIKAN GHAR, KALYAN, DIST. THANE- 421301 ON FRIDAY, 04TH MARCH, 2016, AT 04:00 P.M.

1. ADOPTION OF NEW ARTICLES OF ASSOCIATION

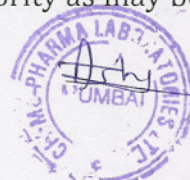
The Chairman informed the Board that with the enactment of Companies Act, 2013 the Articles of Association of the Company needs to be altered so as to incorporate the provisions of the Companies Act, 2013. The Chairman further suggested that instead of altering the existing Articles which are inconsistent 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 Chairman further mentioned that a model Articles of Associations is also given in Table 'F' of Schedule I of the Companies Act, 2013. The Chairman placed before the meeting the new set of Articles of Associations which can be adopted by the Company in substitution of the existing Articles of Associations. The Board perused the new set of Articles and after discussion approved the same subject to the adoption by the Members of the Company and decided to recommend following Resolution for consideration and adoption by the Members of the Company:

"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 pass with or without modification(s), if any, 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 pass with or without modification(s), if any, 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)."

FOR CHEMO PHARMA LABORATORIES LIMITED



A handwritten signature in blue ink, appearing to read "Ashok Somani".

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

**Place: Mumbai
Date: 04/03/2016**

**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.

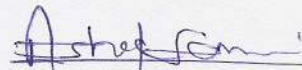
Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013 the above powers can be exercised by the Board only with the consent of the Shareholders obtained by a Special Resolution. Further, as per the circular dated March 25, 2014 issued by the Ministry of 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. 5,12,16,656. 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.

FOR CHEMO PHARMA LABORATORIES LIMITED



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



**Place: Mumbai
Date: 04/03/2016**