



Ipca Laboratories Limited

Regd. Off. : 48, Kandivli Industrial Estate, Kandivli (W), Mumbai 400 067
Tel: 022 – 6647 4747 / E-mail: ipca@ipca.com / Website: www.ipca.com
CIN: L24239MH1949PLC007837

NOTICE FOR POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

NOTICE is hereby given that consent of the shareholders is sought by way of Special Resolution to:

- 1) Alter the Object Clause in the Memorandum of Association of the Company in terms of Section 13 and other applicable provisions of the Companies Act, 2013 and to commence and carry on all or any of the business as mentioned in the proposed alterations in Clause III of Memorandum of Association of the Company.

In accordance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the shareholders is sought by way of Postal Ballot / e-voting. Accordingly, draft resolution for the aforesaid purpose and the statement of material facts with reference thereto are enclosed along with a Postal Ballot Form for your consideration and doing the needful.

Mr. P. N. Parikh and failing him Mr. Mitesh Dhabilitywala of M/s. Parikh & Associates, Practicing Company Secretaries have been appointed as Scrutinizer for conducting the postal ballot process.

Please read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage pre-paid self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on Saturday, 16th August, 2014.

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate option for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice.

For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to the members of the Company. Detailed instructions to use this facility are given separately.

The Scrutinizer will submit his report to the Chairman/Director of the Company after completion of the scrutiny of the Postal Ballots and the result thereof will be announced by the Chairman/Director on Thursday, 21st August, 2014 at the Registered Office of the Company. After the above declaration of result by the Chairman/Director, the result of the Postal Ballot will be posted on the Company's website viz. www.ipca.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

RESOLUTION:

1. To consider and if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approvals as may be necessary, Clause III being the Objects Clause of the Memorandum of Association of the Company be and is hereby amended and that the following sub-clause be and is hereby inserted as sub clause 45 after sub clause 44 in Clause III of the Memorandum of Association of the Company:

45. "To guarantee the performance and obligations, pecuniary or otherwise of any person, firm, association of persons, company, trust, organization, its subsidiary or group entities, (including issuing or requesting issuance of any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form) and to provide security (including by way of any mortgage, pledge, lien, charge, assignment, hypothecation or other encumbrance or any other type of preferential arrangement) for and on behalf of any person, firm, association of persons, company, trust or organization, its subsidiary or group entities."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all the necessary steps, do all such acts, deeds, matters and things and to make, execute, apply, initial and sign, file all such applications, writings, documents, deeds, forms, as may be necessary on behalf of the Company for the purpose of giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT pursuant to the provision of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded for commencing and carrying on of all or any of the activities as enumerated in the newly inserted sub-clause 45 in Clause III of the Memorandum of Association of the Company upon the said clause becoming effective."

Registered Office:
48, Kandivli Industrial Estate,
Kandivli (West), Mumbai 400 067.

By Order of the Board
For Ipca Laboratories Ltd.

Tel : 022 – 6647 4747
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Harish P. Kamath
Corporate Counsel & Company Secretary

Mumbai
11th July, 2014

NOTES:

1. The Explanatory Statement setting out material facts and the reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent to all the shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services Limited (CDSL) as on Friday, 11th July, 2014.

3. The instructions for shareholders for e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants]:
 - (a) Open email and open PDF file viz; "Ipca Laboratories e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (c) Click on Shareholder – Login.
 - (d) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - (e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (g) Select "EVEN" (E-Voting Event Number) of Ipca Laboratories Ltd.
 - (h) Now you are ready for e-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ appropriate authorisation etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@ipca.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company / Depository Participants or who request physical copy of notice]:
 - a. Initial password will be provided by the Company :
EVEN (E-Voting Event Number)_USER ID_PASSWORD/PIN
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above to cast vote.
 - I. In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsd.com
 - II. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative are being sent Notice of this Postal Ballot by e-mail and shareholders who have not registered their e-mail ID will receive Notice of this Postal Ballot alongwith Postal ballot form by post. The postal ballot form can be downloaded from the link www.evoting.nsd.com or from the website of the Company www.ipca.com or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, fill in the details and send the same to the Scrutinizer.
 - IV. Kindly note that the shareholders can opt only one mode of voting. i.e. either by e-voting or by physical Ballot. If shareholders are opting for e voting, then do not vote by physical ballot also and vice versa. However, in case shareholders cast their vote by physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
 - V. The e-voting period commences on Friday, 18th July, 2014 (9:00 am IST) and ends on Saturday, 16th August, 2014 (6:00 pm IST). The e-voting module shall be disabled by NSDL for voting thereafter.
 - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 11th July, 2014.
 - VII. Mr. P. N. Parikh and failing him Mr. Mitesh Dhaliwala of M/s. Parikh & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (Act) SETTING OUT MATERIAL FACTS AND REASONS CONCERNING THE BUSINESS TO BE TRANSACTED THROUGH POSTAL BALLOT

Item No. 1.

At present the Company is engaged in the business of manufacturing and marketing of pharmaceuticals.

In order to enable the company to give guarantees, provide securities etc. for and on behalf of any person, firm, company, subsidiaries, etc. it is required to alter the Object Clause of the Memorandum of Association of the Company so as to include the said business.

In terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 approval of members by way of special resolution is sought through postal ballot for alteration of the Object Clause of the Memorandum of Association in terms of Section 13 of the Act and for carrying on the said business set out in the proposed resolution at Item No.1 in the Notice.

A copy of the existing Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11:00 a.m. IST and 1:00 p.m. IST up to the last date for receiving the postal ballot forms.

The resolution as mentioned in Item No.1 of the Notice is recommended for your approval through Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except to the extent of their shareholdings in the Company.

Registered Office:
48, Kandivli Industrial Estate,
Kandivli (West), Mumbai 400 067.

By Order of the Board
For Ipca Laboratories Ltd.

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Harish P. Kamath
Corporate Counsel & Company Secretary

Mumbai
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POSTAL BALLOT FORM

Sr.No:

Name and Registered Address of : the Sole / First named shareholder
Name(s) of the joint holder(s) : (if any)
Registered Folio No. / DPID No. : and Client ID No.
Number of Share (s) held :
Commencement of e-voting : 18 th July, 2014 9.00 a.m. IST End of e-voting : 16 th August, 2014 6.00 p.m. IST
I/We hereby exercise my/our votes in respect of the special resolution set out in the notice for postal ballot dated 11 th July, 2014 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said resolution by placing tick (✓) mark in the appropriate box below. ((✓) mark in both the boxes will render the ballot invalid).

Item No.	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (AGAINST)
1.	Special Resolution for alteration in the Object Clause of the Memorandum of Association of the Company.			

Place:

Date:

Signature of the Shareholder

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Note: Please read the instructions on reverse carefully before exercising your vote.

INSTRUCTIONS

1. Please complete the Postal Ballot Form in all respects and send it duly signed to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Saturday, 16th August, 2014 (6.00 p.m. IST). Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before Saturday, 16th August, 2014 providing sufficient time for postal transit.
5. The voting shall be reckoned on the paid up value of shares registered in the name of the shareholders as on Friday, 11th July, 2014.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
7. A Shareholder may request for a duplicate Postal Ballot form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot form i.e. Saturday, 16th August, 2014 (6.00 p.m. IST).
8. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
9. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
10. The exercise of vote by Postal Ballot is not permitted through proxy.
11. There will be only one Postal Ballot Form for every Registered Folio / client ID irrespective of the number of Joint Member(s).
12. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
13. Members from whom no Postal Ballot Form is received or the same is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
14. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
15. The result of the voting on the resolutions will be declared at the Registered Office of the Company on Thursday, 21st August, 2014. The date of declaration of result of Postal Ballot will be taken to be the date of passing the Resolution.
16. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be addressed to Mr. Harish Kamath, Company Secretary, Ipca Laboratories Limited, 48, Kandivli Industrial Estate, Kandivli West, Mumbai - 400067. E-mail- harish.kamath@ipca.com
17. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E – voting is optional. The detailed procedure for voting is enumerated in the **Notes to the Postal Ballot Notice**.