

BY HAND DELIVERY

29<sup>th</sup> February, 2016

To

The General Manager  
DCS - CRD  
BSE LIMITED  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

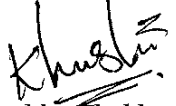
Scrip code: 506919

Dear Sir,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, enclosed please find six copies of Notice of Postal Ballot alongwith Postal Ballot Form under Section 110 of the Companies Act, 2013 read with rules made thereunder in relation to the proposed Special Resolution under Section 180(1)(a) of the Companies Act, 2013, for sell, transfer and disposal of the Company's manufacturing unit located at -163, Phase I, MIDC, Dombivli (East) - 421203, District - Thane, Maharashtra which has been dispatched to the shareholders of the company.

Thanking you.

Yours faithfully,  
For Makers Laboratories Limited

  
Khushbu Thakkar  
Company Secretary  
Membership No: A28375  
Address: 54D, Kandivli Industrial Estate, Kandivli (W),  
Mumbai - 400 067

Cc: The Secretary  
Ahmedabad Stock Exchange Limited  
Kamdhenu Complex, Opp Sahajanand College  
Panjara Pole, Ahmedabad 380 015.



## Makers Laboratories Limited

CIN - L24230MH1984PLC033389

Regd. Off. : 54D, Kandivli Industrial Estate, Kandivli (West), Mumbai- 400 067.  
Tel: (022) 6111 2800, Fax : (022) 61112835, E-mail: investors@makerslabs.com  
Website: www.makerslabs.com

Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Rules), including any statutory modification or re-enactment thereof for the time being in force, the Resolution appended below is proposed to be passed as a Special Resolution by way of postal ballot / electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Company proposes to close down its bulk drugs / drug intermediates manufacturing operations as well as Company's manufacturing unit situated at A-163, Phase I, MIDC, Dombivli (East) - 421203, District – Thane, Maharashtra and sell the assets of this manufacturing unit comprising of leasehold land, building(s) and plant and machinery on as is where is basis ("Undertaking").

According to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, requires the approval of the shareholders by way of a Special Resolution.

As per Section 110 of the Companies Act, 2013, read with the Rules thereunder, the consent of the Company's shareholders for the above purpose is required to be obtained by means of a postal ballot.

The Company is therefore, seeking consent of the Company's shareholders for the above as contained in the Special Resolution appended below.

Accordingly, the said Special Resolution seeking your consent for the said proposal and the Explanatory Statement setting out all material facts and the reasons for which such Resolution is proposed along with a Postal Ballot Form is being sent to you for your kind consideration. In compliance with the provisions of the Act, read with the Rules and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching the physical forms.

The Board of Directors have appointed Mr. P. N. Parikh and failing him Ms. Jigyasa N. Ved of M/s. Parikh & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot / Electronic Voting process in a fair and transparent manner.

Members desiring to opt for e-voting as per facility arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice.

You are requested to carefully read the instructions printed in this notice and overleaf the postal ballot form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the form and return the same in original in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, 30<sup>th</sup> March, 2016.

Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman / Wholetime Director / Director of the Company. The result of the Postal Ballot would be announced by the Chairman / Wholetime Director / Director of the Company at the Registered Office of the Company on Friday, 1<sup>st</sup> April, 2016 at 2.30 p.m. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.makerslabs.com and also on the website of the agency providing e-voting facility i.e. National Securities Depository Limited ("NSDL"). The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. 30<sup>th</sup> March, 2016. The Members are requested to consider and, if thought fit, pass the following resolution as a Special Resolution.

## PROPOSED SPECIAL 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 180(1)(a) and read with Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its manufacturing unit located at A-163, Phase I, MIDC, Dombivli (East) - 421203, District – Thane, Maharashtra ("Undertaking") together with all specified tangible and intangible assets, including leasehold land, building(s), plant and machinery and other assets, in relation to the Undertaking on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**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 any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents and arranging delivery and execution of contracts, deeds, agreements and instruments."

Registered Office:  
54-D, Kandivli Industrial Estate  
Kandivli (West), Mumbai – 400 067  
Tel : 022 - 6111 2800  
Fax : 022 - 61112835  
E-mail: [investors@makerslabs.com](mailto:investors@makerslabs.com)  
Website: [www.makerslabs.com](http://www.makerslabs.com)  
CIN: L24230MH1984PLC033389

By Order of the Board  
For Makers Laboratories Limited

Khushbu Thakkar  
Company Secretary  
ACS 28375

Mumbai  
19<sup>th</sup> February, 2016

### **Notes:**

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 23<sup>rd</sup> February, 2016.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on cut-off date of 23<sup>rd</sup> February, 2016.
4. As per Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Rules), Notice of Postal Ballot along with Postal Ballot Form is being sent to all the eligible Members through speed post / courier.
5. The Postal Ballot Notice is placed in the 'Investors' section on the Company's website: [www.makerslabs.com](http://www.makerslabs.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate form, he or she may send an e-mail to [investors@makerslabs.com](mailto:investors@makerslabs.com). The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The Scrutinizer will submit his report to the Chairman / Wholetime Director / Director of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman / Wholetime Director / Director of the Company duly authorized at the Registered Office of the Company on Friday, 1<sup>st</sup> April, 2016 at 2.30 p.m. and will also be displayed on the Company's website viz. www.makerslabs.com and communicated to the Stock Exchanges and Depository, on the said date.
12. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e., 30<sup>th</sup> March, 2016.
13. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.

**14. Voting through electronic means:**

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by National Securities Depository Limited (NSDL):

The voting period begins on Tuesday, 1<sup>st</sup> March, 2016 at 9.00 a.m. and ends on Wednesday, 30<sup>th</sup> March, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record / cut-off date of 23<sup>rd</sup> February, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The process and manner for remote 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]:
  - (i) Open email and open PDF file viz; "Makers Laboratories remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) 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.
  - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
  - (vii) Select "REVEN" (Remote E-Voting Event Number) of Makers Laboratories Ltd.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter 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@makerslabs.com](mailto:scrutinizer@makerslabs.com) with a copy marked to [evoting@nsdl.co.in](mailto: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]:
  - (i) Initial password is provided as below at the bottom of the Postal ballot form.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. In case of any queries, you may refer the frequently asked questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no 1800 222 990. In case of any queries/grievances, the Members/Beneficial owners may contact the Registrar & Share Transfer Agent at the following address :
 

Name of the Registrar: M/s. Link Intime India Private Limited  
 Name of Official: Ms. Evelin Subalatha  
 Address: C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078.  
 Phone No.: 022-2596 3838, Fax: 022-2594 6969  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in)
- D. 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.

- E. 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).
- F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> February, 2016.
15. Mr. P. N. Parikh (FCS 327 CP1228) and failing him Ms. Jigyasa N. Ved (FCS 6488 CP6018) of M/s. Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall submit his report to the Chairman/Wholtime Director/ Director of the Company after the completion of scrutiny of the postal ballots (including e-voting).
17. The Results shall be declared along with the Scrutinizers' Report by placing it on the Company's website "www.makerslabs.com" and on the website of NSDL and communicated to the Stock Exchanges wherein the Company's shares are listed.

**Explanatory statement pursuant to section 102 of the Companies Act, 2013**

The Company's bulk drug manufacturing unit is situated at A-163, Phase I, MIDC, Dombivli (East) - 421203, District – Thane, Maharashtra on a leasehold land admeasuring about 750 sq. metres with built-up buildings area admeasuring about 457 sq metres. This bulk drugs manufacturing unit is engaged in the manufacturing of bulk drugs / drug intermediates for sale/captive use as well as on contract manufacturing basis since the year 1990 or thereabout when the Company started its manufacturing operations from this unit.

Since the land area of this manufacturing unit is very small (about 750 sq metres), there is no adequate space available for expansion of this manufacturing unit. The space available is also inadequate and it is difficult to take care of the present day-to-day storage, manufacturing and effluent treatment operations more so because of the increase in the environmental, health and safety requirements.

When the Company started its manufacturing operations in the year 1990 or thereabout, the area surrounding this manufacturing unit was primarily an industrial area. However, over the past few years, many residential buildings have come up in the proximity of this manufacturing unit with large population residing in the surrounding areas.

In view of this, continuing with the day- to-day manufacturing operations at this manufacturing unit have become difficult considering the inherent nature of risk involved in the bulk drugs and drug intermediate manufacturing operations which uses reactions of large amounts of solvents and other hazardous materials.

The Company therefore has decided to close down its said bulk drugs / drug intermediates manufacturing unit situated at A-163, Phase I, MIDC, Dombivli (East) - 421203, District – Thane, Maharashtra and to sell the assets of this unit comprising of leasehold land , buildings and plant and machinery on as is where is basis.

This manufacturing unit contributed approximately 14% of the Company's total income of Rs.65.37 crores for the financial year ended 31<sup>st</sup> March, 2015 (11.5% of the Company's total income for the nine months period ended 31<sup>st</sup> December, 2015).

The Board of Directors of the Company have approved the proposal to sell and transfer the Company's manufacturing unit situated at MIDC, Dombivli, District – Thane, Maharashtra as above, on as is where is basis on such terms and conditions as may be deemed fit by the Board.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in passing of the said Special Resolution.

Registered Office:  
54-D, Kandivli Industrial Estate  
Kandivli (West), Mumbai – 400 067  
Tel : 022 - 6111 2800  
Fax : 022 - 6111 2835  
E-mail: investors@makerslabs.com  
Website: www.makerslabs.com  
CIN: L24230MH1984PLC033389

By Order of the Board  
For Makers Laboratories Limited

Khushbu Thakkar  
Company Secretary  
ACS 28375

Mumbai  
19<sup>th</sup> February, 2016



## Makers Laboratories Limited

Registered Office: 54D, Kandivli Industrial Estate, Kandivli (W), Mumbai - 400067

Tel: 022-6111 2800 Fax: 022-6111 2835

CIN: L24230MH1984PLC033389,

Email: investors@makerslabs.com, Website: www.makerslabs.com

### POSTAL BALLOT FORM

1. Name & Registered Address of the sole / first named Shareholder :
2. Name(s) of Shareholder(s) (including Joint-holders, if any) :
3. Registered Folio No./ DPIID No / Client ID No.\* (\*Applicable to investors Holding shares in demat Form) :
4. No. of Equity Shares held :

I / We hereby exercise my / our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 19<sup>th</sup> February, 2016 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate box below:

| Item No. | Description   | No. of shares for which votes cast | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|----------|---|------------------------------------|-------------------------------------|--|
| 1.       | Special Resolution:<br>Sell / Transfer / Dispose off Company's manufacturing unit located at A-163, Phase I, MIDC, Dombivli (East) - 421203, District - Thane, Maharashtra. |                                    |                                     |  |

Place :

Date :

(Signature of the Member)

### Electronic Voting Particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com> . The electronic e voting particulars are set out as follows:

| EVEN<br>(Electronic Voting Event Number) | User ID | Password/PIN |
|--|---------|--------------|
| 103827                                   |         |              |

**Note:** Please read the instruction printed overleaf and in the notes to the Postal Ballot Notice carefully before exercising your vote.

### Instructions:

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope bearing the address of the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the registered member will also be accepted.
2. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature(s) registered with the Company) by the first named member and in his absence, by the next named Member. Unsigned Postal Ballot Form will be rejected.
3. Postal Ballot Form shall also be rejected for any of the following reasons:
  - a. A form other than one issued by the company has been used;
  - b. It has not been signed by or on behalf of the Member;
  - c. Signature on the postal ballot form doesn't match the specimen signature(s) registered with the Company;
  - d. It is not possible to determine without any doubt the assent or dissent of the Member;
  - e. Neither assent nor dissent is mentioned;
  - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - g. The envelope containing the postal ballot form is received after the last date prescribed;
  - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i. It is received from a Member who is in arrears of payment of calls;
  - j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
4. The vote may be accorded by recording the assent in column 'FOR' or dissent in Column 'AGAINST' by placing a tick (✓) mark in the appropriate column.
5. Duly completed Postal Ballot Form(s) should reach the scrutinizer not later than 5:00 p.m. on Wednesday, 30<sup>th</sup> March, 2016. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from the member has not been received.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on 23<sup>rd</sup> February, 2016.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. The result of the voting on the resolutions will be declared at the Registered Office of the Company on Friday, 1<sup>st</sup> April, 2016 at 2.30 p.m. and the last date for receipt of Postal Ballot i.e. 30<sup>th</sup> March, 2016 shall be the date of passing of the resolution.
11. The Company is also offering e-voting facility as an alternate, for all the members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Postal Ballot Notice.