

# RUBRA MEDICAMENTS LIMITED

Registered Office: 3-2-2/A, 1st Floor, Beside Kumar Theatre, Kachiguda, Hyderabad, Telangana - 500003  
E-mail: rubraltd@gmail.com | CIN - L33100TG1991PLC013266 | Website: www.rubramed.com

## NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 that the following Special Business are proposed to be passed as Ordinary/Special Resolutions by means of Postal Ballot/electronic voting.

1. To Appoint M/s Prakash Modi & Associates, Chartered Accountants (FRN 116900W) as Statutory Auditors of the Company.
2. To Appoint Mr. Mayuresh Tawde (DIN: 01999743) as Whole-Time Director.
3. To Appoint Mr. Gopal Marathe (DIN: 00881087) as Non-Executive Independent Director
4. To Appoint Mr. Dinesh Nayak (DIN: 05237752) as Non-Executive Independent Director
5. To Approve Related Party Transactions.
6. To Approve Borrowing limits of the Company.
7. Creation of Charge on the assets of the Company.
8. Authorisation for Loan and Investment.

The Company is seeking your consent for the proposal as contained in the Resolution appended herein below. The Resolution and the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for which such resolution is proposed is being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Advocate Dilip Bedi, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed in the Postal Ballot Form and return the form completed and signed in the enclosed prepaid self-addressed envelope so as to reach the scrutinizer on or before the close of working hours on August 04, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes of this Notice.

The scrutinizer after completion of scrutiny will submit his report to the Board of Directors of the Company. The results of Postal Ballot will be declared by the Board of Directors on August 05, 2015. In the event the resolutions are assented to by requisite majority of shareholders by means of postal ballot the date of declaration of result shall be deemed to be the date of passing of the said resolution.

### **Special Business:**

1. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

#### **Appointment of Statutory Auditors of the Company**

**“RESOLVED THAT** pursuant to the provision of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, Prakash Modi & Associates, Chartered Accountants (FRN 116900W), be and are hereby appointed as the Statutory Auditors of the Company to hold office up to the conclusion of ensuing Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, any director be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

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

#### **To appoint Mr. Mayuresh Tawde (DIN: 01999743) as Whole-Time Director:**

**“RESOLVED THAT** pursuant to applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, Mr. Mayuresh Tawde (DIN: 01999743) who was appointed w.e.f. January 20, 2015 till January 19, 2016 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Mayuresh Tawde as a candidate for the office of Whole-Time Director of the Company, be and is hereby appointed as a Whole-Time Director of the Company without any remuneration and as per the terms as may be mutually decided by the Company and Mr. Mayuresh Tawde.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of appointment and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

3. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

#### **To Appoint Mr. Gopal Marathe (DIN: 00881087) as a Non-Executive Independent Director.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 49 of the Listing Agreement, Mr Gopal Marathe, DIN: 00881087, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Gopal

Marathe for the office of Director, be and is hereby appointed as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of appointment and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

4. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**To Appoint Mr. Dinesh Nayak (DIN: 05237752) as a Non-Executive Independent Director.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 49 of the Listing Agreement, Mr. Dinesh Nayak, DIN: 05237752, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Dinesh Nayak for the office of Director, be and is hereby appointed as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of appointment and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

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

**To approve Related Party Transactions**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering into any Related Party Transactions with the Directors, Key Managerial Persons and Senior Management upto an amount of Rs. 5,00,00,000/- (Rupees Five Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and, if thought fit, to pass, the following resolution as an Special Resolution:

**To approve Borrowing limits of the Company**

**“RESOLVED THAT** in supersession to all earlier resolution passed under Section 293(1)(d) of the Companies Act, 1956, if any, and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the

Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 5,00,00,000/- (Rupees Five Crores Only)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

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

#### **Creation of Charge on the assets of the Company**

**"RESOLVED THAT** in supersession to all earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956, if any, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

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

#### **Authorisation for Loan and Investment**

**"RESOLVED THAT** in supersession to all earlier resolution passed by the members of the Company, if any, and pursuant to section 186 of the Companies Act, 2013 and other applicable provisions, if any, and subject

to such approvals, consent, sanctions and permissions of appropriate authorities, departments or government bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest in mutual funds, alternative investment funds, fixed deposits, bonds and other debt securities and to make loan(s) and/or give any guarantee(s)/provide any securities in connection with the loan made to and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate, up a limit not exceeding Rs. 5,00,00,000/- (Rupees Five Crores only) notwithstanding that the aggregate of the investment, loans or guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limit specified in the said section. ”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to discuss, negotiate, finalise the terms and conditions for aforesaid acquisitions and to sign, execute, modify, alter, amend or withdraw any MOU, Agreements, deeds, documents, undertakings or other documents, paper or writings in this regards and to do all such acts and things as may be necessary for giving effect to this Resolution.”

**For and on behalf of Rubra Medicaments Limited**

**Sd/-**

**Mayuresh Tawde**

**Whole Time Director**

**DIN: 01999743**

Place: Mumbai

Date: July 02, 2015

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts are appended herein below.
2. The Company has appointed Advocate Dilip Bedi, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed Envelope and unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours (i.e. upto 5:00 pm) on August 04, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
4. The Company has also extended e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
5. Members are requested to register their email id's with Registrar and Transfer Agent. Members who have already registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot can download Postal Ballot Form from [www.cdslindia.com](http://www.cdslindia.com) or seek duplicate Postal Ballot Form from Bigshare Services Private Limited, fill in the details and send the same

to the Scrutinizer. Copy of Postal Ballot Notice and Postal Ballot Form is also available on the website of the Company i.e. [www.rubramed.com](http://www.rubramed.com).

6. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot and vice versa. However, in case Members 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.
7. The result of the Postal Ballot shall be declared by the Director or by any person authorized by the Board, on August 05, 2015. The resolutions will be taken as passed effectively, on the date of announcement of the result by the Director or by the authorized person, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions.
8. All relevant documents referred in the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company on all working days between 11 a.m. to 03.00 p.m. up to the date of declaration of the result of Postal Ballot.

**The instructions for e-voting are as under:-**

- (i) The e-voting period begins on July 06, 2015 at 10.00 am and ends on August 04, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares as on the cut-off date i.e. June 30, 2015, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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 **Rubra Medicaments Limited** 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 Resolutions.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 1**

#### **Appointment of Auditors of the Company**

M/s G S Toshniwal & Co, Chartered Accountants, have resigned as Statutory Auditor of the Company creating a casual vacancy.

M/s Prakash Modi & Associates, Chartered Accountants (FRN 116900W) have been appointed as Statutory Auditors of the Company for the Financial Year 2014-2015.

The Board recommends to pass the Resolution set out at item No. 1 of the notice by way of ordinary resolution to appoint M/s Prakash Modi & Associates, Chartered Accountants (FRN 116900W), as the Statutory Auditors of the Company to hold office till the conclusion of the ensuing Annual General Meeting of the Company on the remuneration as may be fixed by the Board.

The Directors commend the Resolutions at Item Nos. 1 of the accompanying Notice for the approval of the Members of the Company.

#### **Memorandum of Interest:**

None of the Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

### **Item No. 2**

Mr. Mayuresh Tawde was appointed as a Whole-Time Director w.e.f January 20, 2015 till January 19, 2016.

The Company has received a notice in writing from a member signifying his intention to propose Mr. Mayuresh Tawde as a candidate for the office of Whole-Time Director of the Company along with the prescribed amount of deposit.

The Company has also received consent letter from Mr. Mayuresh Tawde in the prescribed format along with a declaration that he is not disqualified to act as a Whole-Time Director of the Company.

The terms and conditions of appointment of Mr. Mayuresh Tawde are as follows:

Remuneration: Appointment is without any remuneration

Period of Appointment – January 20, 2015 till January 19, 2016

Mr. Mayuresh Tawde shall perform all such duties as shall be entrusted upon him from time to time.

The Board commends the resolution set out in item no 2 of the Notice for approval of the shareholders.

#### **Memorandum of Interest:**

Except Mr. Mayuresh Tawde, none of the other Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.



### **Item No 3 & 4**

The Company has appointed Mr Gopal Marathe (DIN: 00881087) and Mr. Dinesh Nayak (DIN: 05237752) as Independent Directors pursuant to the requirements of the existing Clause 49 of the Listing Agreement with the Stock Exchanges. As per the provisions of Sections 149 and 152 of the Companies Act, 2013 (“the Act”), all listed companies are required to have Independent Directors who shall not be liable to retirement by rotation.

It is accordingly proposed to appoint the existing Independent Directors under the provisions of the Companies Act, 2013. The Board has considered the candidatures of Mr. Gopal Marathe and Mr. Dinesh Nayak respectively for appointment as Independent Directors under the Act.

The Directors commend the Resolutions at Item Nos. 3 & 4 of the accompanying Notice for the approval of the Members of the Company.

### **Memorandum of Interest:**

Except Mr. Gopal Marathe and Mr. Dinesh Nayak, none of the other Directors’ and Key Managerial Personnel’s of the Company and their relatives is in any way concerned or interested in the above resolution.

### **Item No. 5**

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause 49 of the Listing Agreement which has come into operation with effect from October 1, 2014 has also prescribed seeking of shareholders’ approval for material related party transactions.

The Company solicits a general approval for the transactions entered by the Company with its directors, key managerial persons and senior management upto Rs. 5,00,00,000/- (Rupees Five Crores only) and at arm’s length basis.

As per Clause 49(VII)(E) of the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others, the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

The Directors commend the Resolutions at Item Nos. 5 of the accompanying Notice for the approval of the Members of the Company.

### **Memorandum of Interest:**

None of the Directors’ and Key Managerial Personnel’s of the Company and their relatives is in any way concerned or interested in the above resolution.

**Item No. 6 & 7**

Under Section 180 of the Act, the powers of the Board regarding Borrowing Powers and creation of mortgage on the assets of the Company are required to be exercised only with the consent of the company by a Special Resolution.

The approval of the Members is being sought for borrowings and creation of a mortgage or charge, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

The Directors commend the Resolutions at Item Nos. 6 & 7 of the accompanying Notice for the approval of the Members of the Company.

**Memorandum of Interest:**

None of the Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

**Item No. 8**

The members the requested to note that the Company is interested to invest/lend in mutual funds, fixed deposits and also other body corporates.

As per provisions of Section 186 of the Companies Act, 2013 no company shall give any loan or invest in any other body corporate in excess of 60% of its paid up capital, free reserves and securities premium account or 100% of its free reserves and Securities Premium account, whichever is more, unless it is previously authorised by a Special Resolution passed by the members.

In view of the above, the Board commends the special resolution set out in item no 8 of the Notice for approval of the shareholders.

**Memorandum of Interest:**

None of the Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

**For and on behalf of Rubra Medicaments Limited**

**Sd/-  
Mayuresh Tawde  
Whole Time Director  
DIN: 01999743**

Place: Mumbai  
Date: July 02, 2015

# RUBRA MEDICAMENTS LIMITED

Registered Office: 3-2-2/A, 1st Floor, Beside Kumar Theatre, Kachiguda, Hyderabad, Telangana - 500003  
E-mail: rubraltd@gmail.com | CIN - L33100TG1991PLC013266 | Website: www.rubramed.com

## POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered address of the Sole/First Named Shareholder:
2. Name of Joint Holders If any (in block letters):
3. Folio No./DP ID no\*/Client ID No. :
4. Number of shares held:

I/We hereby exercise my/our vote in respect of the Special Business to be passed through Postal Ballot for the business set out in the Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark (☑) at the appropriate box below:

Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
<b>Item No. 1 of the Notice</b> Appoint M/s Prakash Modi & Associates, Chartered Accountants (FRN 116900W) as Statutory Auditors			
<b>Item No. 2 of the Notice</b> Appoint Mr. Mayuresh Tawde (DIN: 01999743) as Whole-Time Director			
<b>Item No. 3 of the Notice</b> Appoint Mr. Gopal Marathe (DIN: 00881087) as Non-Executive Independent Director			
<b>Item No. 4 of the Notice</b> Appoint Mr. Dinesh Nayak (DIN: 05237752) as Non-Executive Independent Director			
<b>Item No. 5 of the Notice</b> Approve Related Party Transactions			
<b>Item No. 6 of the Notice</b> Approve Borrowing limits of the Company			
<b>Item No. 7 of the Notice</b> Creation of Charge on the assets of the Company			
<b>Item No. 8 of the Notice</b> Authorisation for Loan and Investment			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder