

RUBRA MEDICAMENTS LIMITED

Registered Office: 28, Level 1, am @10, MB Towers, H No. 8-2-624/A/1, Road No. 10, Banjara Hills, Hyderabad - 500034

Corporate Office: Office No. 201, Citi Mall, Link Road, Andheri (West), Mumbai – 400053

CIN - L33100TG1991PLC013266 Website: <http://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 as the case may be, by the shareholders of Rubra Medicaments Limited (the "**Company**"). Explanatory statement, pursuant to Section 102 of the Act, setting out the material facts pertaining to the aforesaid resolution(s) is annexed hereto for your consideration.

The Postal Ballot form ("Form") for voting on the resolution (s) is attached herewith. The Board of Directors of the Company has appointed CS Deepak Rane, Practising Company Secretary as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, and return the same duly filled and executed in original in the self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of business hours i.e. 5:00 P.M. IST on September 9, 2017 ("**Closing Date**"). Please note that any postal ballot form(s) received after the Closing Date and time will be treated as if no reply has been received from the member.

In compliance with the provisions of Section 110 of the Act read with the Rules, e-voting facility is being provided to all members which would enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services Limited (CDSL) for providing the e-voting facility through its platform. The process and manner for e-voting is provided in this Notice. E-voting will be open till 5.00 P.M. IST on the Closing Date. In case a member votes through e-voting facility, he/she is not required to send the physical Form. In case a member votes through e-voting facility as well as sends his/her vote through physical Form, the vote cast through physical mode shall be considered and the e-voting shall not be considered by the Scrutinizer.

After completion of scrutiny, the Scrutinizer will submit his report to the Director. The results of Postal Ballot shall be declared by the Director of the Company on September 11, 2017 at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of declaration of the results. The results of the Postal Ballot will be displayed on the Company's website viz. <http://www.rubramed.com/> and on the website of BSE Limited viz. www.bseindia.com. A brief report on the e-voting or postal ballot conducted shall be recorded in the Minutes Book and signed by the Director within thirty days from the date of passing of Resolution by e-voting or postal ballot.

RESOLUTIONS PUT THROUGH POSTAL BALLOT

1. APPOINTMENT OF MS. SNEHA THAKUR AS INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with applicable rules and relevant provisions of Articles of Association of the Company, Ms. Sneha Thakur who was appointed as Additional Director on July 7, 2017 be and is hereby appointed as Independent Director of the Company on the terms and conditions as may be mutually decided by and between the Board and Ms. Sneha Thakur."

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

2. APPOINTMENT OF MR. ROHIT SEHGAL AS INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with applicable rules and relevant Provisions of Articles of Association of the Company, Mr. Rohit Sehgal who was appointed as Additional Director on July 14, 2017 be and is hereby appointed as Independent Director of the Company on the terms and conditions as may be mutually decided by and between the Board and Mr. Rohit Sehgal."

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

3. RE-APPOINTMENT OF MS. ABHA KAPOOR AS DIRECTOR (FINANCE) AND CHIEF FINANCIAL OFFICER OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with applicable rules and relevant provisions of Articles of Association of the Company, Ms. Abha Kapoor, be and is hereby re - appointed as Director (Finance) and CFO of the Company for a period of three years commencing from June 14, 2017 to June 13, 2020 on the terms and conditions as may be mutually decided by and between the Board and Ms. Abha Kapoor."

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

4. RE-APPOINTMENT OF MR. ATUL ANAND AS MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 203 of Companies Act, 2013 read with applicable rules and relevant provisions of Articles of Association of the Company, Mr. Atul Anand, be and is hereby re-appointed as Managing Director of the Company for a period of three years commencing from June 14, 2017 to June 13, 2020 on the terms and conditions as may be mutually decided by and between the Board and Mr. Atul Anand.”

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

5. ALTERATION IN OBJECTS CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause 3(A) (Main Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following new clause 3(A):

- (1) To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphoscate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents and to search, survey, discover and find out and the acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, bucket mines, quarries, deposits, etc. for the accomplishment of the above objects and to purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct

thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) and to purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere in India or aboard, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise and to purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors and to purchase for resale and to trade in land and house and other immovable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal and to construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same and To carry on all the business of hotels, restaurants, cafes, holiday camps, resorts, taverns, beer-houses, refreshment rooms, night clubs and swimming pools and Turkish baths and lodging or apartment house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, bakers and on fectioners, importers and to carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere and to carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. “

6. TO INCREASE THE AUTHORISED SHARE CAPITAL

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

“RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- each to Rs. 8,20,00,000/- (Rupees Eight Crores Twenty Lacs only) divided into 82,00,000 (Eighty Two Lacs) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. “

7. TO AMEND CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to provisions of Section 13 of the Companies Act, 2013 to amend the existing Clause V of Memorandum of Association of the Company by substituting first two lines by following lines as mentioned here under:

V. The Authorised Share Capital of the Company is Rs. 8,20,00,000/- (Rupees Eight Crores Twenty Lacs only) divided into 82,00,000 (Rupees Eighty Two Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. “

8. TO ALTER THE CAPITAL IN THE ARTICLES OF ASSOCIATION

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

“RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to provisions of Section 14 of the Companies Act, 2013 to alter the existing article 3 of Articles of Association of the Company by substituting first two lines by following lines as mentioned here under:

3. The Authorised Share Capital of the Company is Rs. 8,20,00,000/- (Rupees Eight Crores Twenty Lacs only) divided into 82,00,000 (Rupees Eighty Two Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. "

9. PREFERENTIAL ALLOTMENT OF WARRANTS

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

RESOLVED THAT pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") along with the rules there under, and the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors to create, issue, offer, and allot 27,00,000 warrants at a price of Rs. 10/- per warrant, on preferential basis to the persons named below, each Warrant has the option to apply for/ exchangeable into one Equity Share of face value of Rs. 10/- each at a price of Rs. 10/- per share, in one or more tranches, such that the aggregate value of the total number of Equity Shares that may be issued upon exercise of the Warrants, in one or more tranches, shall not exceed Rs. 2,70,00,000/- (Rupees Two Crores Seventy Lacs only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

| Sr.No. | Name of Allottee | No. of Warrants | Amount in Rs. |
|---------------|----------------------------------|------------------------|----------------------|
| 1 | KARTIK JAIN | 13,50,000 | 1,35,00,000 |
| 2 | CLUSTER OVERSEAS PRIVATE LIMITED | 13,50,000 | 1,35,00,000 |
| | Total | 27,00,000 | 2,70,00,000 |

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

(a) Each Warrant held by the Proposed Warrant Allottee (each, a "Warrant Holder") shall entitle him to apply for and obtain allotment of one Equity Share, in one or more tranches, at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the warrant (the "Warrant Exercise Period").

(b) The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the option to apply for Equity Shares in one or more tranches.

(c) Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of option of these Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

(d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(e) The Relevant Date shall be such date as prescribed pursuant to SEBI ICDR Regulations.

(f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottee.

(g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(h) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(i) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Warrant Allottee through private placement offer letter (in the format of PAS - 4) immediately after passing of this resolution.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon exercise of rights of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- (Rs. Ten only) each subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

10. SHIFTING OF REGISTERED OFFICE OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN THE MEMORANDUM OF ASSOCIATION.

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

"RESOLVED THAT pursuant to provisions of Section 12 and other applicable provisions of the Companies Act, 2013 if any (including any amendments thereto or re-enactment thereof) (the "Act") read with Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government, the consent of the members be and is hereby accorded for shifting of registered office from the state of Telangana to the state of Gujarat.

RESOLVED FURTHER THAT the Clause No. 2 of the Memorandum of Association of the Company be and is hereby substituted by the following:

2. The Registered Office of the Company shall be situated in the State of Gujarat."

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorised severally to sign the petition, application, affidavits and such other documents as may be necessary and to file a petition before the office of Regional Director, Hyderabad or such other statutory body or regulatory authority as may be authorised, for and on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. “

For and on behalf Rubra Medicaments Limited

sd/-

Abha Kapoor

Director (Finance) & CFO

DIN - 02799429

Place: Mumbai

Date: August 10, 2017

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Notice is being sent to all the members, whose names appear in the Register of Members/ Records of Depositories as on close of business hours on August 4, 2017. In accordance with the provisions of Section 110 of the Companies Act 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice along with the Postal Ballot Form is being sent by e-mail to those members who have registered their e-mail address with the Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their Depository Participants (in respect of shares held in electronic form) and made available to the Company by the Depositories. All other Members will receive this Postal Ballot Notice along with the Postal Ballot Form through registered post or such other mode as permitted under law.
3. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on August 4, 2017. Only members as on the said date shall be entitled to vote on the proposed resolutions by postal ballot. A person who is not a member as on the said date should treat this notice as for information purposes only.
4. Members who have received Postal Ballot Notice by email and wish to vote through physical form, may write to the Company indicating their option to receive the physical form from the Company or alternatively download the Form from the link: <http://www.rubramed.com/> and on the website of CDSL viz. www.cdslindia.com.
5. Members are requested to read the instructions printed on the Postal Ballot Notice and the Form carefully. Members are requested to comply with the instructions for voting as specified in the instructions on the Postal ballot Notice and the form. Any vote cast by a member in contravention of the instructions may be ruled to be invalid by the Scrutinizer.

6. The Company has also provided e-voting facility to all its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its members. For instructions on e-voting facility, please refer to the instructions below.
7. Members can opt for only one mode of voting i.e. either by posting the Postal Ballot Form or through e-voting. In case members cast their votes through both the modes, voting done by physical mode shall prevail and votes cast through e-voting will be ignored, and treated as invalid.
8. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
9. All documents referred to in the resolutions to be considered by Postal Ballot are open for inspection at the registered office of the Company on all working days between 11.00 AM to 5.00 PM upto the Closing Date of the postal ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as independent directors. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notices in writing from members for appointment of Ms. Sneha Thakur and Mr. Rohit Sehgal as independent Directors on the Board of the Company.

The applications received from the aforesaid persons, were accompanied with the relevant documents declaring that, if appointed, they shall be considered independent for the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under. The Board has undertaken due diligence of aforesaid persons to determine their eligibility for appointment as Independent Directors on the Board, based upon their qualification, expertise, track record, integrity etc. and recommended their appointment to the shareholders. Further "In the opinion of the Board, the independent directors proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed directors are independent of management."

The Brief Profile of Ms. Sneha Thakur is as Follows:-

Ms. Sneha Thakur is from hospitality Industries and has vast experience in the field of business management. She is having experience of more than 10 years in Hospitality Industry.

Memorandum of Interest

Except Ms. Sneha Thakur none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution at item No. 1.

Ms. Sneha Thakur does not hold any share in the Company.

The Brief Profile of Mr. Rohit Sehgal is as Follows:-

Mr. Rohit Sehgal is having an experience of over 15 years in the field of Management and Finance.

Memorandum of Interest

Except Mr. Rohit Sehgal none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution at item No. 2.

Mr. Rohit Sehgal does not hold any share in the Company.

Item No. 3

Re - Appointment of Ms. Abha Kapoor as Director (Finance) and Chief Financial Officer

The Board is of the view that Ms. Abha Kapoor is a person of integrity and possesses relevant expertise and experience for being re-appointed as the Director (Finance) and Chief Financial Officer of the Company.

The Company has received a notice in writing from a member signifying his intention to propose Ms. Abha Kapoor as a candidate for the office of Director (Finance) and Chief Financial Officer of the Company along with the prescribed amount of deposit.

The Board recommends passing the Resolution set out at in the notice by way of ordinary resolution to re-appoint Ms. Abha Kapoor as Director (Finance) and Chief Financial Officer of the Company for the period of three years commencing from June 14, 2017 till June 13, 2020 on such terms and conditions as may be mutually decided between Ms. Abha Kapoor and Board of Directors.

Profile of Ms. Abha Kapoor

Ms. Abha Kapoor is highly skillful and possesses vast experience in the field of Finance.

Memorandum of Interest:

Except Ms. Abha Kapoor, none of the other Directors' and Key Managerial Personnel's of the Company and their relatives are in any way concerned or interested in the above resolution.

Ms. Abha Kapoor does not hold any shares in the company as on the date of notice.

Item No. 4

Appointment of Mr. Atul Anand as Managing Director of the Company

The Board of Directors of the Company is of the view that Mr. Atul Anand possesses relevant expertise and experience for being re-appointed as Managing Director of the Company for a period commencing from June 14, 2017 till June 13, 2020.

The Company has received a notice in writing from a member signifying his intention to propose Mr. Atul Anand as a candidate for the office of Managing Director of the Company along with the prescribed amount of deposit.

The Board recommends passing the Resolution set out at in the notice by way of ordinary resolution to re-appoint Mr. Atul Anand as Managing Director of the Company without any remuneration.

Profile of Mr. Atul Anand

Mr. Atul Anand is highly skillful in driving high-value revenue and profit plans, large scale cost savings, building prolific strategic alliances to position organization for long-term profitability and enhance productivity & performance.

Mr. Atul Anand does not hold any shares in the Company as on the date of this notice.

Memorandum of Interest:

Except Mr. Atul Anand, 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

Under new Companies Act, 2013, Provisions relating to Other Objects in the Memorandum of Association are done away with, however Companies can have multiple main objects. Company intends to foray into new venture. In turn board proposes to include new business in the main object to carry out more efficiently and economically by the Company, which has the resources required to undertake the proposed new objects, hence it is proposed to insert new objects in the main object clause of the Memorandum of Association of the Company. The proposed change in object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. The above amendment would be subject to the approval of Registrar of Companies and Any other statutory or Regulatory Authority as may be prescribed.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office.

The Board of Directors recommends the approval of special resolution.

Memorandum of Interest

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

Item No. 6, 7 & 8

The Company proposes to raise funds by issuing further equity shares on preferential basis in one or more tranches. The existing Authorised Capital of the Company is Rs. 6,50,00,000/- (Rs. Six

Crore Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- each. The current capital of Rs. 6,50,00,000/- (Rs. Six Crore Fifty Lacs Only) which would not be sufficient to cover the proposed new issue.

In view of this, the Company proposes to increase the existing authorised equity capital from Rs. 6,50,00,000/- (Rs. Six Crore Fifty Lacs Only) to Rs. 8,20,00,000/- by issuing additional 17,00,000 equity shares of Rs. 10/- each.

The proposed increase in Authorised Capital will consequently require alteration in Capital clauses in Memorandum and Articles of Association of the Company.

The Special resolution is therefore proposed to increase the Authorised Share Capital of the Company and for making necessary alterations in Capital clauses in Memorandum and Articles of Association of the Company.

The Directors recommend passing of the above Ordinary/Special Resolutions.

Memorandum of Interest

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested in the above resolution.

Item No. 9

The Company is in the process of venturing into new business, it needs funds for its new ventures as well as general corporate purpose and for its day to day working capital requirements. The Board is of the opinion that the required funds shall be raised by way of preferential allotment of Warrants with an option to the warrant holder to acquire for every warrant one fully paid up equity share of Rs 10/- each on preferential basis of the Company. The issue of warrants requires shareholders' approval to enable the Company to raise its fund requirement for its object as set out hereinabove.

Accordingly, in terms of the Companies Act, 2013, the Members are requested to accord their approval to the Special Resolution for raising further capital by preferential issue as proposed in the resolution. Hence the consent of shareholders is being sought for the Special Resolution as proposed in the Notice.

Subsequent to the allotment of 27,00,000 Equity Shares the post issue capital structure of the company shall be as follows:-

| Particulars | No. of Shares (a) | Nominal Value (b) | Paid Up Capital (c) = (a) * (b) |
|------------------------------------|------------------------------|------------------------------|--|
| Existing Paid Up Capital | 54,68,300 | Rs. 10/- | 5,46,83,000/- |
| Fresh Allotment | 27,00,000 | Rs. 10/- | 2,70,00,000/- |
| Paid Up Capital After Issue | 81,68,300 | Rs. 10/- | 8,16,83,000/- |

The Directors recommend passing of the above Special Resolution.

Memorandum of Interest

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested in the above resolution.

Further disclosures relating to Preferential Allotment proposed at item (9) are annexed herewith as Annexure I.

Item No. 10

The Registered office of the company is situated at 28, Level 1, am @10, MB Towers, H No. 8-2-624/A/1, Road No. 10, Banjara Hills Hyderabad - 500034 for administrative convenience and better control over the operations it is proposed to shift the Registered office from the state of Telangana to the state of Gujarat.

Since the new place is within the jurisdiction of Registrar of Companies, Ahmadabad this requires prior approval of the Regional Director or such other Statutory or Regulatory authority. Hence it is proposed to pass a special resolution for this purpose.

The Directors recommend passing of the above Special Resolution.

Memorandum of Interest

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested in the above resolution.

Annexure I

Disclosure pursuant to SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, Companies Act, 2013 and Rules made there under regarding Preferential Allotment of Shares are as follows:-

1. The Company is in the process of venturing into new business and it needs funds for its new ventures as well as for general corporate purpose and for its day to day working capital requirements. The required funds shall be raised by issue of preferential allotment of Warrants.
2. Company has proposed to issue 27,00,000 warrants at a price of Rs.10/- per warrant on a preferential basis to the following persons, each Warrant has a option to apply for one Equity Share of face value of Rs. 10/- each at Rs. 10/- per share.

| Sr.No. | Name of Allottee | No. of Warrants | Amount in Rs. |
|---------------|----------------------------------|------------------------|----------------------|
| 1 | KARTIK JAIN | 13,50,000 | 1,35,00,000 |
| 2 | CLUSTER OVERSEAS PRIVATE LIMITED | 13,50,000 | 1,35,00,000 |
| | Total | 27,00,000 | 2,70,00,000 |

3. None of the promoters, directors or key managerial persons proposes to apply for the warrants.
4. The aggregate value of the total number of Equity Shares that may be issued upon exercise of the Warrants shall not exceed Rs. 2,70,00,000/- (Rupees Two Crores Seventy Lacs only).
5. The price of equity shares have been arrived at on the basis of Valuation Report prepared by Independent Chartered Accountant. The Valuation Report is available for inspection at the Registered office of the company in the manner specified above.
6. The relevant date with reference to which the price has been arrived is as per SEBI (ICDR) Regulations, 2009.
7. The equity shares are proposed to be offered and allotted to the allottees on such terms and conditions as may be decided between board and allottees.
8. The preferential allotment of Warrants and inturn equity shares will be completed within such time as prescribed under the Act/Rules.
9. Company has proposed to issue warrants on a preferential basis to the allottees, each Warrant has a right to apply for One Equity Share of face value of Rs. 10/- each at Rs. 10/- per share such that the aggregate value of the total number of Equity Share that may be issued upon exercise of the Warrants shall not exceed Rs. 2,70,00,000/- (Rupees Two Crore Seventy Lacs only). Post Allotment of Equity Shares the total shareholding of allottees will be 33%.
10. Each Allottee's are independent of each other and are no way connected or interested in each other.
11. There would be no change in control of the Company consequent to this preferential offer.
12. No other allotments on preferential basis have been made by the Company in this year.
13. The pre issue and post issue shareholding pattern of the company in the following format-

| Sr. No. | Category | Pre Issue | | Post Issue | |
|---------|---|--------------------|-------------------|--------------------|-------------------|
| | | No. of Shares Held | % of Shareholding | No. of Shares Held | % of Shareholding |
| A | Promoters Holding | | | | |
| 1 | Indian | | | | |
| | Individual | 3000 | 0.05 | 3000 | 0.04 |
| | Bodies Corporate | NIL | NIL | NIL | NIL |
| 2 | Foreign Promoters | NIL | NIL | NIL | NIL |
| | Sub Total (A) | 3000 | 0.05 | 3000 | 0.04 |
| B | Non – Promoters Shareholding | | | | |
| 1 | Institutional Investors | NIL | NIL | NIL | NIL |
| 2 | Non - Institutional Investors | | | | |
| | Private Corporate Bodies | 4,57,964 | 8.38 | 4,57,964 | 5.61 |
| | CLUSTER OVERSEAS PRIVATE LIMITED | 0 | 0 | 13,50,000 | 16.53 |

| | | | | | |
|--|--------------------------|-----------------|-------------|------------------|--------------|
| | Directors and Relatives | NIL | NIL | NIL | NIL |
| | Indian Public | 46,83,486 | 85.65 | 46,83,486 | 57.33 |
| | - Kartik Jain | 2,75,650 | 5.04 | 16,25,650 | 19.90 |
| | Others (including NRI's) | 48,200 | 0.88 | 48,200 | 0.59 |
| | Sub Total (B) | 54,65,300 | 99.95 | 81,65,300 | 99.96 |
| | Grand Total | 54,68,300 | 100 | 81,68,300 | 100 |

Undertaking(s):

This is to undertake that the price will be recomputed in terms of the provision of the SEBI (ICDR Regulations). If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR Regulations), the specified securities shall continue to be locked in till such amount is paid by the allottees.

Lock in:

The Equity Shares shall be locked in for such period as may be specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Auditors' Certificate:

Certificate from M/s. Prakash Modi & Associates, Chartered Accountants and Statutory Auditors of the Company, certifying that the issue of Equity Shares is being made in accordance with the SEBI (ICDR Regulations).

For and on behalf of Rubra Medicaments Ltd

Sd/-

Abha Kapoor

Director (Finance) and CFO

DIN - 02799429

Place: Mumbai

Date: August 10, 2017

RUBRA MEDICAMENTS LIMITED

Registered Office: 28, Level 1, am @10, MB Towers, H No. 8-2-624/A/1, Road No. 10,
Banjara Hills, Hyderabad - 500034

Corporate Office: Office No. 201, Citi Mall, Link Road, Andheri (West), Mumbai – 400053

CIN - L33100TG1991PLC013266 Website: <http://www.rubramed.com/>

POSTAL BALLOT FORM

| Sr. No | Particulars | Particulars |
|---------------|---|--------------------|
| 1. | Name of the Sole/First Named Shareholder: | |
| 2. | Registered address of Shareholder: | |
| 3. | Name of Joint Holders If any: | |
| 4. | Folio No./DP ID no*/Client ID No.: | |
| 5. | 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:

| Sr. No | Description | No. of shares | I/ We assent to the Resolution (FOR) | I/ We dissent to the Resolution (AGAINST) |
|---------------|--|----------------------|---|--|
| 1. | Appointment of Ms. Sneha Thakur as Independent Director of the Company | | | |
| 2. | Appointment of Mr. Rohit Sehgal as Independent Director of the Company | | | |
| 3. | Re - appointment of Ms. Abha Kapoor as Director Finance and CFO of the Company | | | |
| 4. | Re - appointment of Mr. Atul Anand as Managing Director of | | | |

| | | | | |
|-----|---|--|--|--|
| | the Company | | | |
| 5. | Alteration to Objects clause in the Memorandum of Association of the Company | | | |
| 6. | Increase in Authorised Share Capital of the Company | | | |
| 7. | Amendment to Capital Clause in the Memorandum of Association | | | |
| 8. | Amendment to Capital Clause in the Articles of Association | | | |
| 9. | Preferential Allotment Of Warrants | | | |
| 10. | Shifting of Registered Office of the Company and consequential alteration in the Memorandum of Association. | | | |

Place: Mumbai

Date: August 10, 2017

Signature of the Shareholder

The instructions for e-voting are as under:-

- (i) The e-voting period begins on August 11, 2017 at 10.00 am and ends on September 09, 2017 at 5.00 pm. During this period shareholders' of the Company, holding shares as on the cut-off date i.e. August 04, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member ID / Folio number on the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of **Rubra Medicaments Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.