BAFNA PHARMACEUTICALS LIMITED
CIN: L24294TN1995PLC030698
Regd. Office: New No. 68, Old No. 299, Thambu Chetty Street, Chennai – 600 001
Ph: 044-42677555 / 25270992 Fax: 044-42677599 Email: cs@bafnapharma.com Website: bafnapharma.com

Notice of Postal Ballot
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given, to the Members of **Bafna Pharmaceuticals Limited** for passing the following resolution through Postal Ballot pursuant to Section 110 of The Companies Act, 2013, read with Rule 22 of The Companies (Management and Administration) Rules, 2014, and other applicable provisions, including any statutory modifications or re-enactment thereof for the time being in force.

In accordance with Section 110 of the Companies Act, 2013, read with The Companies (Management and Administration) Rules, 2014 for passing of Resolutions, the consent of the members is sought by way of Postal Ballot. Accordingly, resolutions and explanatory statement setting out the material facts and related particulars with reference thereto, are enclosed along with a Postal Ballot form for your consideration.

Mr. R. Balasubramaniam, Practicing Company Secretary, Chennai has been appointed as Scrutinizer for conducting the postal ballot process and also to scrutinize the e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating assent (FOR) / dissent (AGAINST) for the resolution in the attached business reply envelope so as to reach the Scrutinizer on or before the close of working hours on 23.08.2014 at 6.00 P.M. Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received.

E-voting option:

Further, the company in compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, is pleased to provide the members, the facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting period commences on 25.07.2014 at 10.00 AM and ends on 23.08.2014 at 6.00 PM. Please read carefully and follow the instructions on e-voting as printed in this notice / Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman & Managing Director of the Company after completion of the scrutiny of the Postal Ballots received in physical form and through e-voting process and the results thereof will be announced on 26.08.2014 at 4.00 PM at the Registered Office of the Company at New No.68, Old No. 299, Thambu Chetty Street, Chennai – 600001. The result of the Postal Ballot shall also be displayed at the said address and Posted on the Company's website www.bafnapharma.com besides communicating to Bombay Stock Exchange Limited & National Stock Exchange of India Limited. The results of the Postal Ballot shall also be announced through newspaper advertisement.

SPECIAL BUSINESS:

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) of the Companies Act, 2013 and rules made thereunder and all other applicable provisions, if any, or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and such other approvals, consents, permissions or sanctions of any other appropriate authority or entity, including but not limited to Banks / Financial Institutions, lenders, State Governments, IT authorities, etc. and in terms of Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter called the "the Board" which terms shall include a Committee of Directors constituted or to be constituted for this purpose and with the power to delegate such authority to any person or persons authorized by the Board) of the Company to sell or otherwise dispose off the brand division (branded Generics Business) on Slump Sale Basis as an inseparable whole and on a going concern basis, which includes but not limited to sell & dispose of whole or substantially the whole of the undertakings of the company comprising of the sales & distribution business of the brand division of the company and all benefits, privileges, advantages, rights, entitlement as represented by the assets including products, goodwill, and all other assets, tangible or intangible, not stated herein but appurtenant to or

relating to the said business as may be agreed by and between the company i.e. through the Board of Directors and Strides Actives Private Limited (Subsidiary company of M/s. Strides Arcolab Limited) for a lump sum consideration as detailed below:

S No.	Particulars	Amount (Rs. In 'Cr)
1	Cash	48.10
2	Equity Shares in M/s. Strides Actives Private Limited (representing 26% of the paid up Share capital of M/s. Strides Actives Private Limited	16.90
3	Non-Compete Fee	0.50

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may be in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise, if any with regard to this dealing and reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to finalize and execute all the documents, deeds and writings as may be necessary or expedient to give effect to this resolution and further to do all such acts, deeds, matters & things and to execute all documents writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

By order of Board

For Bafna Pharmaceuticals Limited

..... Sd.....

Bafna Mahaveer Chand

Managing Director

DIN: 01458211

Place: Chennai

Date : 21.07.2014

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed to this Notice.

2. The Notice will be sent to all the Members, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 18.07.2014. The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on 18.07.2014

3. In compliance of with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members, facility to exercise their right to vote on the resolutions sent through the Postal Ballot by electronic means i.e. e-voting services provided by Central Depository Services (India) Limited (CDSL).

4. The Company has appointed Mr. R.Balasubramaniam, Practicing Company Secretary, Chennai (CP No.1340) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form.

6. The members who are voting through physical Postal Ballot form must return the same duly completed in the attached self-addressed postage pre-paid Business Reply Envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the company. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot(s) may be deposited personally. The Postal

Ballot(s) should reach the Scrutinizer not later than the close of working hours i.e. 6.00 P.M on 23.08.2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

7. Members who are voting through electronic means are required to cast their vote electronically by 23.08.2014 as e-voting module shall be disabled by 6.00 PM for voting thereafter. Once the vote on a resolution is cast by the member of the Company, the member shall not be allowed to change it subsequently.

8. In case, shares are jointly held, for the members voting through physical, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member and for the members voting through electronic means, e-voting to be done by the first named member and in his / her absence by the next named member.

9. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot form should be accompanied by a certified copy of the Board Resolution / Authority letter together with attested specimen signature(s) of the duly authorized signatory(ies), giving requisite authority to the person voting on the Postal Ballot Form, in case the voting is done in the physical form. In case, the said members are voting through electronic means, they are requested to provide scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, which should be uploaded in PDF format in the system for the scrutinizer to verify the same

10. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No.6 above. Unsigned Postal Ballot Form shall be rejected.

11. For member voting through the physical Postal Ballot Form, a tick (√) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.

12. The vote (through physical/e-voting) in this Postal Ballot cannot be exercised through proxy.

13. Kindly note that members can opt only one mode of voting i.e. either by Postal Ballot form or e-voting. In case of receipt of vote by both the modes, voting casted through e-voting shall prevail and voting casted by Postal Ballot shall be treated as Invalid.

14. The Scrutinizer will submit his report to the Chairman after scrutiny of the Postal Ballot forms and voting by the members through electronic means and the result of the Postal Ballot shall be declared by the Chairman, or in his absence, by any other person authorized by the Chairman, on 26.08.2014 at 4.00 PM at New No.68, Old No. 299, Thambu Chetty Street, Chennai – 600001. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or by the authorized person, if the result of the Postal Ballot indicated that the requisite majority of the Members had assented to the resolution. Members, who wish to be present at the venue at the time of declaration of the result, may do so. The result of the Postal Ballot shall also be announced through newspaper advertisement and shall be posted on the website of the Company www.bafnapharma.com besides communicating to Bombay Stock Exchange Limited & National Stock Exchange of India Limited.

15. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during normal business hours from 10.00 AM to 12.00 Noon, upto the date of declaration of the result of Postal Ballot.

16. Members may also note that the Notice of Postal Ballot will also be available on the company's website i.e. www.bafnapharma.com for downloading.

17. Electronic copy of the postal ballot notice inter-alia indicating the process and manner of e-voting with postal ballot form will be sent to all the members whose e-mail id are registered with the company / depository participants for the communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the notice of the postal ballot inter-alia indicating the process and manner of e-voting is being sent in the permitted mode.

18. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

19. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.

By order of Board

For Bafna Pharmaceuticals

..... Sd.....

Bafna Mahaveer Chand

Managing Director

DIN: 01458211

Place: Chennai

Date : 21.07.2014

ANNEXURE TO THE NOTICE

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

The statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business mentioned in the accompanying notice are as follows:

Item No.1

In terms of Section 180(1)(a) and other applicable provisions, if any, the consent of the members of the Company through Special Resolution is required for hiving off brand division (branded Generics Business), hence the resolution is proposed as Special Resolution.

The Board of Directors after elaborate discussions decided to hive off brand division (branded Generics Business) on Slump Sale Basis as an inseparable whole and on a going concern basis, which includes but not limited to sell & dispose of whole or substantially the whole of the undertakings of the company comprising of the sales & distribution business of the brand division of the company and all benefits, privileges, advantages, rights, entitlement as represented by the assets including products, goodwill, and all other assets, tangible or intangible, not stated herein but appurtenant to or relating to the said business as may be agreed by and between the company i.e. through the Board of Directors and Strides Actives Private Limited. The sale includes taking care of all the employees associated with domestic marketing business.

This transaction is initiated to deleverage the business by paying off some of the debts, retain focus on Contract Manufacturing & export and partnering with player like Strides will garner superior returns from the brand division.

The company has obtained valuation report for the Domestic Branded Business / Division.

The Company has acquired the brand "Raricap" during 2011 and started the domestic branded business and is yet to achieve BEP.

The company will receive the sale consideration as detailed below:

S No.	Particulars	Amount (Rs. In' Cr)
1	Cash	48.10
2	Equity Shares in M/s. Strides Actives Private Limited) (representing 26% of the paid up Share capital of M/s. Strides Actives Private Limited	16.90
3	Non-Compete Fee	0.50

This will enable the Board of Directors to deal with the sale proceeds for other business activities of the Company after paying of some of the loans including EXIM Bank loan fully, which was used only for purpose of acquiring Raricap Brand.

Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days from 10.00 AM to 12.00 Noon upto the date of declaration of the result of Postal Ballot.

No Director, Key Managerial Persons (KMPs) or their relatives, are concerned or interested in the said resolution except to the extent of their shareholding, if any in the company.

By order of Board

For Bafna Pharmaceuticals Limited

..... Sd.....

Bafna Mahaveer Chand

Managing Director

DIN: 01458211

Place: Chennai

Date : 21.07.2014

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POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

Ballot Serial No.

1. Name(s) of Member(s) including joint holders, if any (in BLOCK LETTERS) :

2. Registered Address of the Sole / First Named member :

3. Registered Folio No. / *DP ID No. & Client ID No. :
(*Applicable to investors holding shares in dematerialized form)

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business in the Notice of the Company dated 21.07.2014 by conveying my / our assent or dissent to the said resolutions, by placing tick (√) mark at the appropriate box below:

Item No.	Brief particulars of the resolutions	Number of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (FOR)
1	Sale of Brand generics Division business on slump sale as a going concern as a Special Resolution			

Place:
Date :

(Signature of the Sole / First / Joint Member

INSTRUCTIONS:

VOTING IN PHYSICAL FORM:

1. Members desiring to exercise their votes by Physical Postal Ballot are requested to carefully read in the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will be accepted.

2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board and address to which duly completed postal ballot form is to be sent.

3. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent receiving in any other form shall be considered as invalid.

4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours i.e. 6.00 P.M. on 23.08.2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member(s) has not been received.

5. Assent or dissent to the proposed resolution may be recorded by placing in the appropriate column.

6. 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 registered with the Company) by the first named member and in his absence, by the next named member.

7. There will be one Postal Ballot Form to every Folio/Client ID irrespective of the number of joint holders.

8. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No.4 above.

9. 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 the Board Resolution / Authorization together with specimen signature(s) of the duly authorized signatories.

10. Incomplete, unsigned or incorrectly ticked Ballot form will be rejected.

11. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

12. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer as well as no extra comments to be written on the Postal Ballot Form as otherwise the same will be considered as invalid.

E-VOTING

(i) The voting period begins on 25.07.2014 and ends on 23.08.2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18.07.2014, 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 during the voting period

(iii) Click on "Shareholders" tab.

(iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).

Note: Sequence number has been provided as Sl No. in the address label

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant BAFNA PHARMACEUTICALS LIMITED on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.
- 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 they have to create 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.
- 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

GENERAL INSTRUCTIONS

1. The Voting rights for the equity shares are one vote per Equity Share, registered in the name of the member.

2. Voting period commences on and from 25.07.2014 and ends on 23.08.2014

3. The company has appointed Mr. R.Balasubramaniam, Practicing Company Secretary, Chennai as the Scrutinizer for conducting the postal ballot through physical and e-voting process in a fair and transparent manner.

4. Any query in relation to the resolution proposed to be passed by the Postal Ballot may be sent to "The Company Secretary, M/s. Bafna Pharmaceuticals Limited, New No.68, Old No.299, Thambu Chetty Street, Chennai – 600001.

5. The notice will be sent to all the Members, whose names appear on the Register of Members and /list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited on 18.07.2014. The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on 18.07.2014.

6. Kindly note that the Members can opt for 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 also and vice versa. However, in case a Member has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical ballot and the voting by physical ballot will be treated as invalid.

7. The date of declaration of results of the postal ballot (i.e. 26.08.2014) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

8. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

9. The voting in this Postal Ballot cannot be exercised through proxy.

10. Electronic copy of the postal ballot notice inter-alia indicating the process and manner of e-voting with postal ballot form is being sent to all the members whose e-mail id are registered with the company / depository participants for the communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the notice of the postal ballot inter-alia indicating the process and the manner of e-voting is being sent in the permitted mode.



BAFNA PHARMACEUTICALS LTD.,

REGD. OFFICE: "BAFNA TOWERS" 299, THAMBU CHETTY STREET, CHENNAI-600 001, INDIA.
PHONE:+044-25267517/25270992, FAX:91-44-25231264, Email: info@bafnapharma.com, website: www.bafnapharma.com
CIN: L24294TN1995PLC030698

CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT

(a)	Date on which consent is given by the Scrutinizer	**21.07.2014**
(b)	Date of Board resolution authorizing MD & WTD to be responsible for the entire Postal Ballot process	21.07.2014
(c)	Date of appointment of Scrutinizer (Appointed at Board Meeting)	21.07.2014
(d)	Cut of date for Benpos (Beneficiary Position)	18.07.2014
(e)	Date of completion of dispatching of Notice (physical & through e-mail)	24.07.2014
(f)	Release of Advertisement in Newspaper giving the date of completion of dispatch of the notice and the last date of receipt of Postal Ballot forms from the Shareholder	25.07.2014
(g)	Date of voting period starts from 25.07.2014 and ends on 23.08.2014. The e-voting module shall also be disabled by Central Depository Services (India) Limited (CDSL) for voting members on 23.08.2014 at 6.00 PM	25.07.2014 to 23.08.2014
(h)	Last date for receiving postal ballot forms by the Scrutinizer	23.08.2014
(i)	Last date of submission of the Report by the Scrutinizer	26.08.2014
(j)	Date of declaration of the result by the Chairman (the same date as has been mentioned in the Notice)	26.08.2014
(k)	Last date of signing of Minutes by the Chairman (within thirty days from the date of declaration of result of the Postal Ballot)	24.09.2014
(l)	Date of handing over the postal ballot forms to the designated person	After signing the minutes

Factory: UNIT-I : 13, S.V. KOIL STREET, MADHAVARAM, CHENNAI-60, INDIA. PHONE: +044-25530329/25531965, E mail: factory@bafnapharma.com
UNIT-II : 147, Madhavaram Redhills High Road, Grantiyon Village, Vadakarai Post, Chennai-600 052. Phone: +044-26322900, E mail: factory1@bafnapharma.com