



**GODAVARI DRUGS LIMITED**  
CIN: L24230TG1987PLC008016

**Postal Ballot Notice**

**[Notice Pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules 2014]**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), that the resolution appended below be passed by the Members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning the item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mrs. Vidya Harkut, Practicing Company Secretary (FCS: 7086; CP: 7534), Partner of VSS & Associates, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

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 in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed 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 on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours IST on November 09, 2017 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on or before November 11, 2017 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at [www.godavaridrugs.com](http://www.godavaridrugs.com)

**RESOLUTIONS:**

**Item no. 1 – Appointment Of Statutory Auditors To Fill The Vacancy:**

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

**“RESOLVED THAT** pursuant to the provisions of Section - 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule VI of the Act, as amended from time to time, M/s V. Sridhar & Co., (FRN 006206S), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this General Meeting till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2018, at such remuneration as may be mutually agreed upon between the Board of Directors and Statutory Auditors.

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

Registered Office:  
1<sup>st</sup> Floor, Mayfair,  
Sardar Patel Road,  
Secunderabad-500003  
September 12, 2017

**By order of the Board**

**(Jeevan Innani)**  
Company Secretary  
Membership No. ACS 38372



**GODAVARI DRUGS LIMITED**  
*CIN: L24230TG1987PLC008016*

**Notes**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on October 6, 2017. To all the shareholders of the Company physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on October 6, 2017 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [info@godavaridrugs.com](mailto:info@godavaridrugs.com) OR [rtta@cilsecurities.com](mailto:rtta@cilsecurities.com). The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on October 6, 2017.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read 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, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on November 09, 2017. The postage 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 also be accepted. If any postal ballot is received after 17:00 Hours IST on November 09, 2017 it will be considered that no reply from the Member has been received.
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before November 11, 2017 at the registered office of the Company and will also be displayed on the Company website [www.godavaridrugs.com](http://www.godavaridrugs.com), and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
10. 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 the requisite majority.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till November 09, 2017.



### **Voting through electronic means**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide 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 NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
  - Open email and open the PDF file titled 'godavari e-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password
  - Launch your internet browser and type the following URL: <https://www.evoting.nsd.com>.
  - Click on Shareholder – Login.
  - Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
  - The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
  - The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
  - Select 'EVEN' (E Voting Event Number) of Godavari Drugs Limited.
  - Now you are ready for e-voting as the Cast Vote page opens.  
Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.
  - On confirmation, the message 'Vote cast successfully' will be displayed.
  - After you have voted on a resolution once, you will not be allowed to modify your vote.
  - Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical postal ballot forms, the following instructions may be noted :
  - The initial password is provided at the bottom of the Postal Ballot Form.
  - Please follow the instructions as mentioned in step 1 to cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsd.com](http://www.evoting.nsd.com).
4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on October 10, 2017 (9:00 Hours IST) and ends on November 09, 2017 (17:00 Hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e October 06, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.



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7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. October 06, 2017.

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

**Item No. 1**

As the shareholders are aware that in their meeting held 12<sup>th</sup> September 2017, the resolution for appointment of Statutory Auditors was not passed and M/s. K.C. Bhattacharjee & Paul, were not appointed as the auditors of the Company.

Hence, the Board of Directors in their meeting held on the same day post AGM have appointed M/s. V. Sridhar & Co as the Statutory Auditors of the Company subject to the approval of shareholders to hold office as mentioned in the resolution in the notice above.

M/s V. Sridhar & Co., Chartered Accountants, Hyderabad, conveyed their consent to be the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In view of above, the Board recommends the resolution for approval of the members as set out in postal ballot notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of the Notice of Postal Ballot.

Registered Office:  
1<sup>st</sup> Floor, Mayfair,  
Sardar Patel Road,  
Secunderabad-500003  
September 12, 2017

**By order of the Board**

**(Jeevan Innani)**  
Company Secretary  
Membership No. ACS 38372

**GODAVARI DRUGS LIMITED**

CIN:L24230TG1987PLC008016

Regd Off: 1<sup>st</sup> Flr, Mayfair, Sardar Patel Road, SECUNDERABAD – 500 003

Phone : 040: 27842602, Fax-040-278429859

Email: [info@godavaridrugs.com](mailto:info@godavaridrugs.com) – Website: [www.godavaridrugs.com](http://www.godavaridrugs.com)**Postal Ballot Form****(Please read the instructions carefully before filling this form)****SL.No.:**

1. Name of Shareholder(s)  
(Including joint holders, if any) :  
(In block letters)
2. Registered Address of the Sole/  
First named Shareholder(s) :
3. Registered Folio No./ DPID No\*/  
Client ID No.\* :  
(\*applicable to members holding  
Shares in dematerialized form)
4. No. of Equity Shares held :

I / We hereby exercise my/ our vote in respect of the ordinary resolution to be passed through postal ballot for the business stated the notice of the company by conveying my / our assent or dissent to the said resolution by placing a tick ( ✓ ) mark in the appropriate box below:

(Important Note for voting: To ensure valid and proper voting on the Ballot paper, please: i) Fill in column (3) for the number of shares being voted ii) Tick(✓) the column (4) for voting (FOR) and/or Tick(✓) the column (5) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope.

Item No.	Resolution Summary	No. of shares held by me / us	I assent to the resolution (For) <i>Please tick (✓)</i>	I dissent to the resolution (Against) <i>Please tick(✓)</i>
1	Appointment of Statutory Auditors to fill the Vacancy			

Place:

Date:

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Signature of the Member**ELECTRONIC VOTING PARTICULARS**

Company's EVSN / EVEN	User Id	Password Your PAN / Sequence No.
107965		

Last date for receipt of the Postal Ballot form by the Scrutinizer **9<sup>th</sup> November, 2017** (before the close of the working hours i.e., **17:00 hours**). Please note that any Postal Ballot form(s) received after the date will be treated as not having been received.

**Note: Please read the instructions printed over leaf carefully before exercising your vote.**

## **Instructions:**

A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. **on or before close of working hours on 9<sup>th</sup> November, 2017 (17:00 Hours IST).** Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.

1. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. 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 / her absence, by the next named Member.
4. Consent must be accorded by either placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution'.
5. The votes of a Member will be considered invalid on any of the following grounds:
  - unsigned Postal Ballot Forms will be rejected;
  - if the Member's signature does not tally
  - if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before **9<sup>th</sup> November, 2017**. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (6) above.
8. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney / attested specimen signatures, etc.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. October 06, 2017.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final.
13. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.

**Godavari Drugs Limited**  
**CIN: L24230TG1987PLC008016**  
**1-8-303/34, S.P. Road,**  
**Secunderabad 500 003, India**  
**T 91 40 2784 2602**  
**F 91 40 2784 9859**  
[info@godavaridrugs.com](mailto:info@godavaridrugs.com)  
[www.godavaridrugs.com](http://www.godavaridrugs.com)