



ajanta pharma limited

Ajanta House,
Charkop, Kandivli (West),
Mumbai 400 067
India

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31st July, 2013

The Stock Exchange, Mumbai
Rotunda Building, 2nd Floor,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Re: Clause 31
Scrip Code: BSE - AJANTAPH 532331
NSE - AJANTPHARM EQ

Pursuant to Clause 31 of the Listing Agreement, we are sending herewith Notice alongwith Postal Ballot Forms to be sent to shareholders.

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,
For **AJANTA PHARMA LIMITED**

DEODATTA PANDIT
*G.M. - Legal &
Company Secretary*

c.c. : National Stock Exchange of India,
Exchange Plaza, 5th Floor, Plot no. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Encl.: a/a



Registered Office: "Ajanta House", Charkop, Kandivli (West), Mumbai – 400067.
Website: www.ajantapharma.com E-mail address: investorgrievance@ajantapharma.com

POSTAL BALLOT NOTICE

Notice issued to the Members pursuant to section 192A of the Companies Act, 1956.

Dear Member,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, ("Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules"), that the Company is seeking the Members' consent to pass the proposed Ordinary Resolution set out below by way of Postal Ballot, more specifically described in the Explanatory statement appended to this notice, for issue of Bonus Equity Shares by way of capitalisation of reserves.

Accordingly, the said Resolution alongwith the Explanatory Statement is being sent to you along with a Postal Ballot Form for your consideration.

In terms of Companies (Passing of Resolution by Postal Ballot) Rules, 2011 ("Rules"), passing of the said resolution through Postal Ballot is not mandatory, however in accordance with the Postal Ballot Rules, a listed company may propose any resolution to be passed by the Members through Postal Ballot. Accordingly the Company is seeking approval of the Members by means of Postal Ballot.

The Company has appointed Mr. Alwyn D'souza, a Practicing Company Secretary of M/s. Alwyn D'souza & Co., Practicing Company Secretaries, Mumbai as the Scrutiniser for conducting the postal ballot process.

E-Voting option: In compliance with Clause 35B of the Listing Agreement and section 192A of the Companies Act, 1956, the Company is pleased to provide an option to the members holding shares in demat form and in physical form, to vote on the postal ballot by way of electronic voting/ e-voting to enable members to cast their vote electronically. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase member's participation in the decision-making process.

The Company has appointed National Securities Depository Limited, (NSDL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

You are requested to carefully read the e-Voting Instructions attached along with the Postal Ballot Form, before casting your vote on e-Voting site namely <https://www.evoting.nsdl.com/>.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed (no other form or photocopy thereof is permitted), in case of physical voting, in the attached self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutiniser or in case the votes by electronic mode, as applicable, not later than 6.00 p.m. on Tuesday, 3rd September, 2013. Upon completion of the scrutiny of the forms/e-voting, the Scrutiniser shall submit his report to the Company.

The Managing director or any Whole-time Director of the Company or any person authorised by the Directors of the Company will announce the result of the postal ballot on **Thursday, 5th September, 2013 at 10.00 a.m.** at the Registered Office of the Company at "Ajanta House", Charkop, Kandivli (West), Mumbai – 400067, besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The results will also be published in the newspaper circulating in the district in which the Registered Office of the Company is located and will be displayed on the web-site of the Company at www.ajantapharma.com, for the information of the Members. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.

Accordingly notice is hereby given to the member of the Company, for seeking the approval of the members by way of Postal Ballot, for the following as an Ordinary Resolution, together with the Explanatory Statement as required under section 173(2) of the Act, setting out the material facts and reasons for the Resolution, alongwith a Postal Ballot form ("Form") for your consideration:

1. To consider and if thought fit, to give assent/dissent to the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 or any amendment or re-enactment thereof and Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors (which term shall include any committee thereof) of the Company be and is hereby authorised to capitalise a sum not exceeding Rs. 5,94,42,500/- (Rupees Five crores ninety four lacs forty two thousand five hundred only) out of the Company's Capital Reserve, Capital Redemption Reserves Account, Securities Premium Account or such other accounts as are permissible to be utilised for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2013 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of Equity Shares not exceeding 1,18,88,500 (One crore eighteen lacs eighty eight thousand five hundred) Equity Shares of Rs 5.00 each as Bonus Equity Shares credited as fully paid up, to the eligible Members of the Company holding equity shares of Rs 5.00 each whose names appear in the Register of Members/Beneficial Owners' position of the company on such date ("Record Date") as the Board or a Committee thereof may determine, in the proportion of one (1) new Equity Shares of Rs 5.00 each for every two (2) Equity Share of Rs 5.00 held as on the Record Date and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the Equity Shares Capital of the Company held by each such members and not as Income and the said Bonus Equity Shares shall be issued and allotted, inter alia, on the following terms and conditions:

- i. The new equity shares of Rs 5.00 each to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Memorandum & Articles of Association of the company and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company;
- ii. No letter of allotment shall be issued in respect of the Bonus Equity Shares and the Share Certificate(s) for Bonus Equity Shares be issued/dispached to the shareholders who hold the existing shares in physical form and the respective beneficiary account be credited with the Bonus Equity Shares within such time as prescribed by law and the relevant authorities;
- iii. The Stock options (whether vested, unvested or yet to be granted) under the Employee Stock Option Scheme be suitably adjusted and the Compensation Committee be and is hereby authorised to do all the things incidental and necessary in compliance with the existing Employee Stock Option Scheme, 2011;
- iv. That no fractions, if any arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the bonus shares, in lieu thereof, shall be allotted by the Board or a Committee to nominee(s), to be appointed by the Board or a Committee thereof, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the company the net sale proceeds thereof after adjusting therefrom the cost and expense in respect of such sale, for distribution to members in proportion to their fractional entitlements;
- v. The allotment of the new equity Bonus Shares to the extent that they relate to Non-Resident Members, Foreign Institutional Investors (FIIs) & other

Foreign Investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999;

- vi. The Board be and is hereby authorised to take necessary steps for listing of the Bonus Equity Shares so allotted on the Stock Exchange where the securities of the Company are listed as per the Listing Agreements with the stock Exchanges concerned and other applicable laws, guidelines, rules and regulations;
- vii. For the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including setting any question, doubt or difficulties that may arise in this regards at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding."

Place: Mumbai
Date: 29th July, 2013

By order of the Board of Directors
For Ajanta Pharma Limited

Registered Office:
"Ajanta House", Charkop,
Kandivli (West), Mumbai – 400067

Deodatta Pandit
G.M. – Legal & Company Secretary

NOTES:

1. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is annexed hereto.
2. The Company has appointed Mr. Alwyn D'souza, a Practicing Company Secretary of M/s. Alwyn D'souza & Co., Practicing Company Secretaries, Mumbai as the Scrutiniser for conducting the postal ballot process. The Postal Ballot form and the self-addressed business reply envelope are enclosed for this purpose.
3. A member desiring to exercise vote by e-voting/physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form, as applicable, and cast their votes in electronic mode/return the duly completed form in the attached self-addressed business reply envelope, so as to reach the Scrutiniser, Mr. Alwyn D'souza at Link Intime India Private Limited, Unit: Ajanta Pharma Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400078, on or before 6.00 p.m. on Tuesday, 3rd September, 2013. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 1

Your Company has completed 40 years of its serving healthcare globally and had one more successful financial year ended on 31st March, 2013. With revenue of Rs.931crs, net profit after tax of Rs.112crs and reserves of Rs.382crs on consolidated basis as at the end of financial year ended 31st March, 2013, the company has come a long way in terms of its financial health.

To commemorate these achievements of the Company and to reward the shareholders, in the successful value creation cycle, the Board of Directors of the Company, at their meeting held on 29th July, 2013 have recommended issue of Bonus Equity Shares in the ratio of 1:2 that is, one (1) new fully paid-up equity share of Rs 5.00 each for every two (2) fully paid-up equity shares of Rs. 5.00 each held by the members, as on the Record Date to be determined by the Board or a Committee thereof.

The present paid up Equity Shares Capital of the Company is Rs 11,71,69,000/- (Rupees Eleven crores seventy one lacs sixty nine thousand only) consisting of 2,34,33,800 (Two crores thirty four lacs thirty three thousand and eight hundred only) Equity shares of Rs 5.00 each.

In accordance with the enabling provisions of the Articles of Association of the company, Companies Act, 1956, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other Regulations/Acts etc., as may be applicable, the Bonus Equity Shares will be issued by capitalising a sum not exceeding Rs. 5,94,42,500/- (Rupees Five crores ninety four lacs forty two thousand five hundred only)- from Capital Reserve to the extent permissible, Capital Redemption Reserve and balance from Securities Premium Account or any other permitted accounts as per the Audited Accounts of the Company for the financial year ended on 31st March, 2013, as the case may be.

The amount to be capitalized under this item includes the amount necessary for issue of Bonus shares upon exercise of a maximum of 3,60,000 stock options (whether vested, unvested or yet to be granted) as on date of this Notice, in accordance with the Employee Stock Option Scheme of the Company.

The Bonus Equity Shares so allotted shall rank pari-passu with the existing fully paid-up equity shares of the Company in all respects. The fully paid bonus shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the record date determined by the Board of Directors (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus shares in proportion of One (1) Bonus share of Rs. 5/- each for every two (2) shares held by them on the Record date.

The issue of fully paid Bonus Equity Shares by way of capitalisation of reserves is permitted under Section 205(3) of the Companies Act, 1956. The proposed issue of Bonus Equity Shares also fulfills the SEBI Regulations. Applications will be made to the Stock Exchanges for permission to listing and dealing in such Bonus Equity Shares. Articles 184 of the Articles of Association of the Company permits capitalisation of reserves by applying the same towards issue and distribution of fully paid shares to the Members, after obtaining approval of the members of the Company by way of an Ordinary Resolution and hence the above resolution is proposed for the approval of the members as an ordinary resolution.

It is also necessary/expedient to authorise the Board of Directors of the Company or any Committee thereof, to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed, Reserve Bank of India and/or any other regulatory authority.

Your Directors recommend the Resolution at item no. 1 of this Notice, for your approval through postal ballot process.

Directors of the Company may be deemed to be concerned or interested in the issue of the Bonus Equity Shares to the extent of their shareholding in the Company, or to the extent of the shareholdings of the Companies/ Institutions/ Trusts of which they are Directors or members or Trustees with or without any beneficial interest.

Place: Mumbai
Date: 29th July, 2013

By order of the Board of Directors
For Ajanta Pharma Limited

Registered Office:
"Ajanta House", Charkop,
Kandivli (West), Mumbai – 400067

Deodatta Pandit
G.M. – Legal & Company Secretary

Encl.: 1) Postal Ballot Form
2) Self addressed postage pre-paid envelope

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered address :
Of the Sole/First named
Member/beneficial Owner
2. Name(s) of the Joint :
Shareholder(s) (if any)
3. DP ID & Client ID No. / :
Registered Folio No.
4. No. of Shares held :
5. I/We hereby exercise my/our vote in respect of the resolution to be passed through postal ballot for the business stated in the notice dated 29th July, 2013 of the Company by sending my/our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below:

Description	No. of Shares held	I/ We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1. Ordinary Resolution for capitalisation of reserves for the purpose of declaration and approval of issue of Bonus Equity Shares in the ratio of One(1) new fully paid-up Equity Shares of Rs 5/- each for every Two(2) fully paid-up Equity Shares of Rs. 5/- each of the Company.			

Place:

Date:

Signature of the Member/Beneficial Owner

For E-Voting

Electronic Voting Event Number (EVEN)	User ID	Password

Email ID (Optional):

Note: Please read the instructions carefully before exercising your vote

IMPORTANT INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners.
2. Voting by Postal Ballot, in the physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from Saturday, 3rd August, 2013, and ends on Tuesday, 3rd September, 2013 at 6.00 p.m.
4. The result of the voting on the resolutions will be declared at the Registered Office of the Company at "Ajanta House", Charkop, Kandivli (West), Mumbai – 400067, on Thursday, 5th September, 2013 at 10.00 a.m.
5. A member need not use all his/her votes.
6. Shareholders can opt only one mode for voting i.e. either by physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
7. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.
8. Any query in relation to the resolution proposed to be passed by Postal Ballot may be sent to: investorgrievance@ajantapharma.com

Instructions for Voting by Physical Postal Ballot Form

9. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respect and send it after signature to the Scrutiniser in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
10. The self addressed envelope bears the name and address of the Scrutiniser appointed by the Board of Directors of the Company.
11. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal ballot Form will be rejected.
12. Duly completed Postal Ballot Form should reach the Scrutiniser not later than 6.00 p.m. on Tuesday, 3rd September, 2013. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
13. 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 and preferably with attested specimen signature(s) of the duly authorised signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
14. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
15. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no 2 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutiniser and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutiniser.
16. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form the original will be rejected.
17. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutiniser not later than the last date for voting.
18. Incomplete, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
19. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

Instructions for Electronic Voting (e-Voting)

20. In case of Members receiving e-mail from NSDL
 - (i) Open e-mail and open PDF file viz. "APL.Pdf" with your Client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder-Login
 - (iv) Put user ID and Password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select Electronic Voting Event Number (EVEN) of Ajanta Pharma Limited
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.
 - (x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in
21. In Case of Members receiving Postal Ballot Form by Post:
 - (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (20) above, to caste vote.
22. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
23. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholder, available at the downloads section of www.evoting.nsdl.com.