

Registered Office: Elder House, Plot No. C-9, Dalia Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai 400 053

POSTAL BALLOT FORM
(To be returned to the Company)

- (1) Name and Registered address of the sole/first named Shareholder :
- (2) Name(s) of Joint Shareholder(s) :
- (3) Registered Folio No. /DP ID No. : & Client ID No.
- (4) Number of share(s) held :
- (5) I / We hereby exercise my / our vote in respect of the Special Resolution(s) to be passed through postal ballot as detailed in the Notice of the Company dated 30th December 2013 by conveying my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of the Resolution(s)	No. of Share(s)	Please Tick (✓) in the appropriate box below	
			I / We assent to the Resolution	I / We dissent to the Resolution
(1)	Special resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Section 192A of Companies Act, 1956 and the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 as amended from time to time and the Memorandum and Articles of Association of the Company and subject to such other permissions, consents and approvals, if any, including without limitation from any relevant Government authorities and the Company's lenders, and in each case, subject to such conditions as may be prescribed by them, and any other conditions which may be necessary or desirable in the opinion of the board of directors of the Company (hereinafter referred to as the " Board "), the consent, authority and approval of the Shareholders be and is hereby accorded to the Board (including any Committee of the Board thereof) to transfer, sell, assign, convey or otherwise dispose Company's business of sales, marketing and distribution of the products forming part of teams A2, B-Gynae, B-CP through sales force or otherwise in India and Nepal (excluding exports from India and Nepal), including assignment of the trademarks relating to the products forming part of the above mentioned teams, along with goodwill attached thereto and related assets and liabilities (" Identified Business "), by way of slump sale as a 'going concern', to Torrent Pharmaceuticals Limited, a company incorporated and registered under the provisions of the Companies Act, 1956 and having its registered office at Torrent House, Off Ashram Road, Ahmedabad 380 009 (" Buyer ") for a total lumpsum cash consideration of Rs 2,004 crores (Rupees Two thousand and four crores only) as a going concern and by way of slump sale (as defined in Section 2(42C) of the Income Tax Act, 1961).			

Place: _____

Date: _____

Signature of the Shareholder(s)

Following Particulars to be used only in case Shareholder opts for e-voting
ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions printed overleaf before filling the form.

INSTRUCTIONS FOR POSTAL BALLOT FORM

1. Pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 and the Postal Ballot Rules, assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.
2. A Shareholder desiring to exercise his vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Shareholder will also be accepted.
3. A Shareholder may convey his/her/its assent/dissent in this Postal Ballot Form. The consent of the Shareholders must be accorded by recoding the assent in the column 'I / We assent to the Resolution' and dissent in the column 'I / We dissent to the Resolution' by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
4. The self-addressed business reply envelope bears the address of the Scrutinizer appointed by the Board.
5. The Postal Ballot Form should be duly completed and signed by the Shareholder(s). 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 Shareholder and in his absence, by the next named Shareholder.
6. Where the Postal Ballot Form is signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the Postal Ballot Form. A Shareholder may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. A Shareholder need not use all his votes or cast all his votes in the same way.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before Wednesday the 5th day of February 2014. Any Postal Ballot Form received after this date will be treated as if the same has not been received.
10. The postal ballot shall not be exercised by a Proxy.
11. Shareholders may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 9 above.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be received by Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

INSTRUCTIONS FOR AVAILING E-VOTING FACILITY

A. In case of Members receiving e-mail from NSDL:

1. Open e-mail and open PDF file viz., [•] with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - "Login".
4. Put user ID and Password as initial password noted in step (1) above. Click Login.
5. 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.
6. Home page of 'e-Voting' opens. Click on "e-Voting: Active Voting Cycles".
7. Select EVEN of Elder Pharmaceuticals Limited.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. 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: dkmeena2003@rediffmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided at the bottom of the Postal Ballot Form.
 2. Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to cast vote.
- C. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of www.evoting.nsdl.com.