BLISS GVS PHARMA LTD.

November 25, 2016

To,
The Manager,
National Stock Exchange Limited,
Plot No. C/1 G Block,
Bandra-Kandra Complex,
Bandra (East),
Mumbai- 400051

SUBJECT: INTIMATION OF POSTAL BALLOT/CALENDAR OF EVENTS

Dear Sir,

We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company seeks the approval of the Members by way of Postal Ballot for the matter below:

1) Providing security/creation of charge under section 180(1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company.

In this connection we are enclosing herewith the Calendar of Events and Postal Ballot Notice for the aforesaid matter.

Please acknowledge and take on record the same.

For **BLISS GVS PHARMA LIMITED**

BLISS GVS PHARMA LTD. MUMBAI

VIPUL B. THAKKAR
CHIEF FINANCIAL OFFICER

Encl: 1) Calendar of Events
2) Postal Ballot Notice

Regd. Office : 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072, INDIA.
TEL. : (+91) (22) 42160000/ 28505387 • FAX. : (+91) (22) 28563930,
Email : info@blissgvs.com • Website : www.blissgvs.com • CIN - L24230MH1984PLC034771
Factory : Plot No. 10, 11 & 12, Survey No. 38/1, Dewan Udyog Nagar, Aliyali Village, Tal. Palghar, Dist. Thane - 401 404.
Tel. (+91) (02525) 252713 • Fax : (+91) (02525) 255257. • Email : factory@blissgvs.com

BLISS GVS PHARMA LTD.

CALENDRA OF EVENTS FOR CONDUCTING POSTAL BALLOT

Sr. No.	Particulars	Date of event
1	Date of approval of the Board of directors for seeking approval of members through Postal Ballot process for the business will be transacted through postal ballot.	26th October, 2016
2	Date on which consent was given by the scrutinizer to act as such.	26th October, 2016
3	Date of appointment of scrutinizer.	26th October, 2016
4	Date of Board resolution authorizing two functional directors to be responsible for the entire poll process.	26th October, 2016
5	Cut-off Date for determining the names of shareholders entitled to notice of postal ballot and eligibility to vote.	18th November, 2016
6	Date of completion of dispatch of notice along with Postal Ballot Form by e-mail/physical mode.	25th November, 2016
7	Filling of intimation of calendar of events and postal ballot notice for conducting Postal Ballot to the Stock Exchanges.	25th November, 2016
8	Display of the Notice of Postal Ballot in the Company's website	25th November, 2016
9	Publication of Notice in newspaper for postal Ballot process and appointment of scrutinizer.	26th November, 2016
10	Filing of Newspaper advertisement with Stock Exchanges	26th November, 2016
11	Date of Commencement of voting (E-voting and Physical)	28th November, 2016 (9.00 a.m.)
12	Date of Closure of voting (Postal Ballot and E-voting)	27th December, 2016 (5.00 p.m.)
13	Last date for receiving Postal Ballot Forms by the Scrutinizer.	27th December, 2016
14	Date of Submission of the Report by the Scrutinizer(not later than seven days from the date of receipts of the ballot papers)	29th December, 2016
15	Date of declaration of results by the Company	29th December, 2016
16	Date of Intimation of results of Postal Ballot to Stock Exchange	29th December, 2016
17	Display of the results of Postal Ballot in the Company's website	29th December, 2016
18	Date of signing of the minute book by the Chairman in which the results ballot is recorded.	30th December, 2016
19	Date of returning the Ballot papers, register required to be maintained by the scrutinizer and other related papers to the Chairman by the Scrutinizer.	30th December, 2016
20	Date for filing of the Special resolution with the ROC within 30 days from the date of declaration of results of Postal Ballot	30th January, 2017

For BLISS GVS PHARMA LIMITED

BLISS GVS PHARMA LTD. MUMBAI

VIPUL B. THAKKAR
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CIN : L24230MH1984PLC034771 Tel.: 022-4216 0000 Fax : 022-2856 3930
Email : info@blissgvs.com Website : www.blissgvs.com

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

NOTICE is hereby given that, pursuant to the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, to seek the approval of the shareholders in respect of the resolution contained in Special Business as set out in this notice at item no. 1 to be passed by way of Postal Ballot including e-voting.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the item and reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

SPECIAL BUSINESS:

ITEM NO.1-

Providing security/creation of charge under section 180(1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company:

To consider and if thought fit, to pass the following resolution with or without modification/s, as a Special Resolution:

"**RESOLVED THAT**pursuant to the provision of Section 180(1)(a) and other applicable provision, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactments thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into by the Company with Stock Exchanges, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors, to sell, lease, mortgage or dispose of whole or substantially whole of the undertaking of the Company or to create charge/mortgages/ hypothecations/provide security and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s) and/or such other persons (Lenders), if any, from whom the Company has proposed or proposes to borrow any sum or sum of monies on such terms and conditions and in such form and manner as the Board in its absolute discretion thinks fit, on the assets of the Company, movable and/or immovable, present and/or future, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company from time to time, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders/Institutions, subject to maximum limit of Rs. 500 crores including charges subsisting as on date."

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve necessary security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By the order of the Board
For Bliss GVS Pharma Limited
Sd/-
S. N. Kamath
Managing Director

Place: Mumbai
Date: 26.10.2016

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposed special resolution 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 received from the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 18th November, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) /the Company's registrar and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a self-addressed Business Reply envelope.
3. A copy of this notice has been placed on the website of the Company i.e. www.blissgvs.com and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
4. The Board of Directors of the Company at its meeting held on October 26, 2016 appointed Mr. Ramesh Chandra Mishra, Practicing Company Secretary (FCS No. 5477, CP No. 3987) as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on 18th November, 2016 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
6. Resolution 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.
7. The Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
8. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to info@unisec.in or info@blissgvs.com. The registrar and transfer agent/Company shall forward the same along with self-addressed Business Reply envelope to the Member.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 18th November, 2016. The postal ballot period commences on 28th November, 2016 (9:00 Hours IST) and ends on 27th December, 2016 (17:00 Hours IST).
10. A Member cannot exercise his vote by proxy on postal ballot.
11. In Compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL. The members desiring to opt for e-voting are requested to read the instructions in the Notes under the section 'Voting through Electronic Means' to this Notice.
12. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed self-addressed Business Reply envelope to the Scrutinizer so that it reaches the Scrutinizer not later than the close of working hours (i.e.17:00 Hours IST) on 27th December, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expenses of the Members, will also be accepted. If any postal ballot is received after 17:00 hours IST on 27th December, 2016, it will be considered that no reply from the Members has been received.
13. All documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours.

Voting through electronic means

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 and Section 110 of the Companies Act, 2013 read with the related rules and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015. The Company has engaged the service of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

1. The voting period begins on 28th November, 2016 (9:00 Hours IST) and ends on 27th December, 2016 (17:00 Hours IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th November, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. The shareholders should log on to the e-voting website www.evotingindia.com.

3. Click on Shareholders.

4. 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.

5. Next enter the Image Verification as displayed and Click on Login.

6. 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.

7. 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 which is mentioned in the Postal Ballot as Serial 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.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • If both 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 (iv).

8. After entering these details appropriately, click on “SUBMIT” tab.

9. 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.

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

11. Click on the EVSN for the relevant <BLISS GVS PHARMA LIMITED > on which you choose to vote.

12. 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.

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

14. 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.

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

16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

17. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

18. 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.

19. 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.

20. 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.

Upon completion of the scrutiny of the Forms by postal ballot and considering the e-voting, the Scrutinizer will submit his report to the Director of the Company or any other person authorized by the Board.

The result of the postal ballot would be announced by Director on 29th December, 2016, at the registered office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Bombay Stock Exchange where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer's report on the Company's Website i.e.www.blissgvs.com

In the event the Special Resolution, as set out herein above, is assented to by the requisite majority of Members by means of Postal Ballot and e-voting, the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Special Resolution.

By the order of the Board
For Bliss GVS Pharma Limited
Sd/-
S. N. Kamath
Managing Director

Place: Mumbai
Date: 26.10.2016

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN HEREUNDER:

ITEM NO.1

The Company propose to borrow the finance from the banks to meet its liquidity requirements to augment the working capital facilities & upgradation of technical facilities to enhance the business of the Company. The Banks, Financial institutions and other lending institution who are presently evaluating the Company's financial proposals are stipulating the conditions of creating charge over the assets of the Company which is covered under section 180(1)(a) of Companies Act, 2013.

The proposed borrowings and any other borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property /assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolutions for the approval of the members as a Special Resolutions by way of Postal Ballot.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolution.

By the order of the Board
For Bliss GVS Pharma Limited
Sd/-
S. N. Kamath
Managing Director

Place: Mumbai
Date: 26.10.2016

BLISS GVS PHARMA LTD.

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CIN : L24230MH1984PLC034771 Tel.: 022-4216 0000 Fax : 022-2856 3930
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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Applicant Company)

Serial No.

Name & Registered Address of the Sole/first named Shareholder: :

Name(s) of the Joint holder(s) if any (In Block Letters) :

Registered folio no / *DP ID No. & Client ID No. (*Applicable to Shareholders holding shares in dematerialized form) :

Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated October 26, 2016, by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	PARTICULARS	No. of Shares	I / We dissent to the resolution (Against)	I / We assent to the resolution (For)
1	***Special Resolution*** under section 180(1)(a) & 110 of the Companies Act, 2013 for providing security/creation of charge in connection with the borrowings of the Company.			

Place:
Date: _____

(Signature of the sole/first shareholder)

Note:

1) Please read instructions printed overleaf carefully before exercising your vote.
2) Last date of receipt of Postal Ballot forms by the Scrutinizer is 27th December, 2016.
3) If voting rights are exercised electronically, there is no need to use this form.

INSTRUCTIONS FOR POSTAL BALLOT

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy of this form is permitted) and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expenses of the registered members will also be accepted.

2. The Board has appointed Mr. Ramesh Chandra Mishra as the Scrutinizer. The self-addressed Business Reply envelope addressed (postage charges will be paid by the Company) to the scrutinizer has been attached herewith.

3. This Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company or the respective DP) by the first named shareholder.

4. 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/Letter of Authority together with the attested specimen signature(s) of the Authorized Signatory (ies).

5. The exercise of vote by postal ballot is through post, therefore the right to appoint proxy is not applicable.

6. Unsigned, without indication of vote and mutilated, unauthenticated Postal Ballot Form will be liable to be rejected by the scrutinizer.

7. Duly completed Postal Ballot Form should reach to the scrutinizer not later than the close of working hours (i.e.17:00 Hours IST) on 27th December, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 18th November, 2016.

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply envelope, as it will be received by the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

10. The Board of Directors of the company has appointed Mr. S. N. Kamath, Managing Director and Dr. Vibha Sharma, Wholetime Director of the Company as the persons responsible for conducting the entire postal ballot voting process.

11. 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. Incomplete, unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will liable to be rejected. Postal Ballot Form bearing tick (✓) marks in both the columns will render the Postal Ballot Form invalid.

12. The Scrutinizer's decision on the validity of the postal ballot will be final.

13. There will be only one postal Ballot form for every Folio/Client ID irrespective of the number of joint holder(s).

14. The date of declaration of the result of postal ballot shall be taken to be the date of passing of the special resolution.