



# HPC BIOSCIENCES LIMITED

Registered office: Plot No. 6 Third Floor, Office No.304, I.P.Ext. Near Ajanta Apartment, New Delhi-110092

Corporate Identification Number: L24119DL2002PLC114026

Tel/Fax: 011-32965576

Email: [hpcbiosci@yahoo.com](mailto:hpcbiosci@yahoo.com) ; Website: [www.hpcbiosciences.com](http://www.hpcbiosciences.com)

## NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

Notice is hereby given pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 that the draft resolutions set out below are proposed to be passed by Postal Ballot.

Accordingly, the draft resolutions and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot form, to all the members physically and, in addition, through e-mail to all members who has a registered e-mail Id, for consideration and consent.

As required under the provisions of Section 108, 110 and other applicable provisions, if any of the Act and the rules as applicable in that regard, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, instead of running Postal Ballot Form, members may choose to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed Mr. Sumit Gupta (COP no.10542) of M/s. Sumit Gupta & Associates, having its office at T-379, Ground floor, Baljeet Nagar, New Delhi-110008 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at Plot No. 6 Third Floor, Office No.304, I.P.Ext. Near Ajanta Apartment, New Delhi-110092 before the closing of working hours on 5.30 p.m. of 1<sup>st</sup> August, 2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 5<sup>th</sup> August, 2015 at the registered office of the Company at Plot No. 6 Third Floor, Office No.304, I.P.Ext. Near Ajanta Apartment, New Delhi-110092. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at [www.hpcbiosciences.com](http://www.hpcbiosciences.com) The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 5<sup>th</sup> August, 2015.

The said notice of Postal ballot and ballot form has also been placed on the Company's website viz [www.hpcbiosciences.com](http://www.hpcbiosciences.com) for perusal by the Members.



## SPECIAL BUSINESS

### 1. FOR MIGRATING FROM BSE SME TO MAIN BOARD OF BSE LIMITED

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-

**“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** in pursuance of SEBI circular dated 18<sup>th</sup> May, 2010, SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, BSE circular dated 26<sup>th</sup> November, 2012 and Listing Agreement with SME BSE and provisions of Companies Act, 1956 and 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-enactments thereof, and other applicable laws, consent of the Company be and is hereby granted to migrate the company, currently listed on SME platform of BSE, to Main Board of BSE and to follow such procedures as specified by SEBI (ICDR) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

**RESOLVED FURTHER THAT** Mr. Tarun Chauhan, Whole time Director and Ms. Madhu Anand, Director of the Company be and are hereby authorized jointly and /or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by Board to give effect to the said resolution.

**RESOLVED FURTHER THAT** a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

### 2. TO INCREASE THE BORROWING POWERS OF THE COMPANY

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-

**“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and rules made thereunder as may be amended, from time to time and Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company, to borrow, for the purposes of the Company’s business, any sum or sums of money from time to time at its discretion in accordance with the Memorandum and Articles of Association of the Company notwithstanding that such sum or sums of money together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from time to time from the Company’s bankers in the ordinary course of Business) may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided the aggregate of all sums borrowed by the Board from time to time and remaining outstanding shall not exceed, at any point of time, Rs. 100 Crores (Rupees Hundred Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc. as it may consider fit in the interest of the Company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.



**RESOLVED FURTHER THAT** a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

### **3. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS**

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-

**“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Wholetime Director or Director or any other officer of the Company or any other person.

**RESOLVED FURTHER THAT** a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

### **4. GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES**

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-

**“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 100 crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.



**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any Body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Wholetime Director or Director or officer of the Company or any other person.

**RESOLVED FURTHER THAT** a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

**By Order of the Board  
For Hpc Biosciences Limited  
Sd/-  
Madhu Anand  
Director**

**Regd office:  
Plot No. 6 Third Floor, Office No.304,  
I.P.Ext. Near Ajanta Apartment,  
New Delhi-110009.**

**Place: New Delhi  
Date: June 12, 2015**

**NOTES:**

1. The Explanatory statement for the proposed resolutions under Item No.1 to 4 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed Mr. Sumit Gupta, Company Secretary in Practice (COP no.-10542) of M/s M/s Sumit Gupta & Associates, having its office at T-379, Ground floor, Baljeet Nagar, New Delhi-110008 for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services(India)Limited(CDSL)on Dated 05<sup>th</sup> June, 2015
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rules of Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.



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

### **ITEM NO.1**

As per SEBI circular dated 18<sup>th</sup> May, 2010, company with post issue face value capital of Rs. 10 crores or more and upto Rs. 25 crores and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid up Capital of the company as on is Rs 159,600,000 /-and Company is also listed on SME platform of BSE for more than 2 Years. i.e. from 19<sup>th</sup> March, 2013 till date, in compliance of BSE circular dated 26<sup>th</sup> November, 2012, Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 12.06.2015 of the Company.

None of the Directors and key Managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution

### **ITEM NO.2 AND 3**

In terms of provisions of section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves.

Further, the said borrowings/issue of securities may required to be secured by way of mortgage/charge over all or any part of the movable and/or immovable properties of the Company and as per provisions of Section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence requires approval from the shareholders of the Company. The Board of Directors had, in its meeting held on 12.06.2015, considered and approved, subject to the approval of the shareholders, increasing the borrowing limits of the Company to Rs. 100 crores and creation of security on the properties of the Company and recommends Resolution no. 2 & 3 of the accompanying Notice to the shareholders for their approval by way of special resolution.

In view of above, you are requested to grant your consent to the special resolutions as set out in postal ballot notice dated 12.06.2015 of the Company.

None of the Directors, Key Managerial Persons of the Company and their relatives is concerned or interested in the resolutions.

### **ITEM 4:**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i)Sixty percent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii)Hundred percent of its free reserves and securities premium account, whichever is more ,if special resolution is passed by the members of the Company.



As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give powers of the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 100 Crores.

The Investment(s), loan(s), guarantee(s), and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 12.06.2015 of the Company.

None of the Directors, Key Managerial personnel or their relatives are in any way concerned or interested, financially or otherwise in any resolution except as members.

**By Order of the Board  
For Hpc Biosciences Limited  
Sd/-  
Madhu Anand  
Director**

**Regd office:  
Plot No. 6 Third Floor, Office No.304,  
I.P.Ext. Near Ajanta Apartment,  
New Delhi-110092.**

**Place: New Delhi  
Date: June 12, 2015**



## INSTRUCTIONS

### 1. The instructions for members for voting electronically are as under:-

**A.** In case a member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)) :

- (i) Open email and open PDF file. The said PDF file contains 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/](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. 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 "EVEN" Of Hpc Biosciences 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 also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate 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 to [cssumitgupta@gmail.com](mailto:cssumitgupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

**B.** In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- (i) Initial password is provided as below in the Postal ballot form:

EVEN(E Voting event number)	USER ID	PASSWORD

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

2. 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](http://www.evoting.nsdl.com).

3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

4. The e-voting period commences on 9.30 a.m. on 03.07.2015 and ends on 5.30 p.m. on 01.08.2015. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5<sup>th</sup> June, 2015, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the



member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way postal ballot form.

5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of June 05, 2015.

6. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(s) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

7. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.

8. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.

9. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at Plot No. 6 Third Floor, Office No.304, I.P.Ext. Near Ajanta Apartment, New Delhi-110092 before the closing of working hours on 01.08.2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

10. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Our Investor' page on the website of the Company <http://www.hpcbiosciences.com>

11. In case, shares are jointly held, the postal ballot 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.

12. 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 (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.

13. A tick (√) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.

14. The Vote in this postal ballot cannot be exercised through Proxy.

15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.

16. The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website <http://www.hpcbiosciences.com> and on the website of NSDL within two days of passing of the resolutions and communicated to the Stock Exchanges.





# HPC BIOSCIENCES LIMITED

Registered office: Plot No. 6 Third Floor, Office No.304, I.P.Ext. Near Ajanta Apartment, New Delhi-110092

Corporate Identification Number: L24119DL2002PLC114026

Tel/Fax: 011-32965576

Email: [hpcbiosci@yahoo.com](mailto:hpcbiosci@yahoo.com) ; Website: [www.hpcbiosciences.com](http://www.hpcbiosciences.com)

## POSTAL BALLOT FORM

Sr. No. \_\_\_\_\_

- Name (s) and Registered Address of the Sole / First named Shareholder
- Name(s) of the joint Shareholders, if any
- Registered Folio No / DP ID\* & Client ID No.\*  
(\*Applicable to Shareholder(s) holding shares in electronic form)
- No. of Shares held
- I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 12.06.2015 by sending my/our assent or dissent to the said Resolutions by placing a tick (√) mark in the appropriate column below:-

Item No.	Description	No. of votes exercised corresponding to the total number of voting rights <sup>1</sup>	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1	Migrating From BSE SME To Main Board			
2	Increase The Borrowing Powers Of The Company			
3	Creation Of Security On The Properties Of The Company In Favour Of The Lenders			
4	Giving Of Loans/ Guarantees, Providing of Securities And Making Of Investments In Securities			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

## ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 1<sup>st</sup> day of August, 2015 up to 5:30 p.m.