



CORAL LABORATORIES LIMITED

CIN : L24231GJ1997PLC031669

Regd. Office : 308/5, Village and Post Poicha (Ran), Taluka - Savli, Baroda - 391 780 (Gujarat)

Website : www.corallab.com, Email : cs@corallab.com,

Telephone: +91-22-25005245 / 46, Fax: +91-22-2500 4893

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, the resolutions set out below, in relation to:

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM BARODA, STATE OF GUJARAT TO DAMAN (UNION TERRITORY).

The proposed resolution, along with the explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reason thereof are annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Ms. Uma Lodha, Practicing Company Secretary (Membership No: F5363) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting or by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, 23rd September 2015.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit her 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 Thursday, 24th September 2015 at the Registered / Corporate 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.corallab.com.

SPECIAL BUSINESS:

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM BARODA, STATE OF GUJARAT TO DAMAN(UNION TERRITORY).

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to provisions of Sections 12,13,110 and other applicable provisions and relevant rules applicable, if any, of the Companies Act, 2013 and subject to approval of Regional Director/Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from Baroda, State of Gujarat to Daman, Union Territory and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

The Registered Office of the Company will be situated in the Union Territory- Daman".

"RESOLVED FURTHER THAT upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from "308/5, Village & Post – Poicha (Ran), Taluka - Savli, Baroda – 391 780, Gujarat State to Plot No. 57/1, (16), Bhenslore, Dunetha, Nani Daman – 396210".

"RESOLVED FURTHER THAT Mr. Navin B. Doshi and/or Mr. Kishor R. Mehta, Whole time Director be and are hereby jointly and severally authorized to take such steps and to do such acts and deeds and make such applications/affidavits as may deem necessary, desirable or expedient to give effect to this Resolution."

BY ORDER OF THE BOARD OF DIRECTORS
For **CORAL LABORATORIES LIMITED**

NAVIN B. DOSHI

DIRECTOR
(DIN: 00232287)

Date: 29th JULY, 2015
Place: Mumbai

Notes:

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
3. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company/Registrar), whose names appear in the Register of Members / Record of Depositories as on Friday, 7th August 2015 and these will be considered for voting.
4. The dispatch of the Postal Ballot Notices will be completed by Monday, 24th August 2015. The voting through Postal Ballot/e-voting will commence on Tuesday, 25th August 2015 at 9:00 A.M. and end on Wednesday, 23rd September 2015 at 5.00 P.M.
5. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 P.M. on Wednesday, 23rd September, 2015. The Postal Ballot received after the said date will be treated as not having been received.
6. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The Board of Directors of the Company has appointed Ms. Uma Lodha, Company Secretary in Practice, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of her scrutiny, the Scrutinizer will submit her report to the Director of the Company.
9. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on Thursday, 24th September 2015 at 11.00 A.M., at the Registered Office/Corporate Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.corallab.com besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
10. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
11. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 25th August 2015 at 9.00 A.M and ends on Wednesday, 23rd September 2015 at 5.00 P.M. 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 Friday, 7th August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 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.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

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

(xi) Click on the EVSN for the relevant <"CORAL LABORATORIES LIMITED"> on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **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 Corporate.
- 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 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.

(xix) 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.

Explanatory Statement:

(Pursuant to Sec.102 of the Companies Act, 2013)

Shifting of Registered Office of the Company from Baroda, State of Gujarat to Daman, (Union Territory).

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Gujarat. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Gujarat.

It is proposed to relocate the Registered Office of the Company to Plot No. 57/1, (16), Bhenslore, Dunetha, Nani Daman – 396210, (Union Territory). However, the Corporate Office of the Company will continue to operate from Mumbai to coordinate Banking operations, purchases etc., due to well established infrastructure of the Company in Mumbai in handling these matters.

The shifting of Registered Office from Gujarat to Daman (Union Territory) will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Regional Director/Central Government.

The Board recommends the Resolution as set out above for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

BY ORDER OF THE BOARD OF DIRECTORS
For **CORAL LABORATORIES LIMITED**

NAVIN B. DOSHI
DIRECTOR
(DIN: 00232287)

Date : 29th July, 2015

Place : Mumbai