

July 20, 2016

To  
B S E Limited  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai - 400 001

**Scrip Code: 524558**

To  
The National Stock Exchange of India  
Limited  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 001

**Scrip Code: NEULANLAB**  
**Series: EQ**

Dear Sirs,

**Sub : Compliance with Regulation 30 (12) of the (Listing Obligations and Disclosure Requirements), Regulations, 2015**

As already informed to you, the Thirty second Annual General Meeting of the Company is scheduled to be held on Friday, August 12, 2016 at 2.30 p.m at Grand Ball Room, Taj Krishna, Banjara Hills, Hyderabad.

A copy of the Notice of the Annual General Meeting is enclosed herewith in accordance with Regulation 30(12).

Thanking you,

Yours Sincerely,

For Neuland Laboratories Limited



**Sarada Bhamidipati**  
**Company Secretary**

Encl : a/a



# NEULAND LABORATORIES LIMITED

(CIN: L85195TG1984PLC004393)

Registered Office: Sanali Info park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-34.

E-mail : ir@neulandlabs.com, website : www.neulandlabs.com, Tel: +91-40-30211600.

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of Neuland Laboratories Limited will be held on Friday, August 12, 2016 at 2.30 p.m. at the Grand Ball Room, Taj Krishna, Road No. 1, Banjara Hills, Hyderabad – 500034, to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the reports of the board of directors and the auditors thereon
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the report of the auditors thereon.
2. To declare dividend for the financial year 2015-16.
3. To appoint a Director in place of Mr.Davuluri Saharsh Rao (DIN: 02753145) who retires by rotation and, being eligible, seeks re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the appointment of Walker Chandiook & Co LLP, Chartered Accountants (Registration No. 001076N/N500013), Hyderabad, as Statutory Auditors of the Company for a term of five years i.e. till the conclusion of the thirty fifth Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the thirty third AGM of the Company to be held in the year 2017, at such remuneration plus reimbursement of all out- of-pocket expenses in connection with the audit of the accounts of the Company as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification the following Resolution as a **Special Resolution**:

“RESOLVED THAT in partial supersession of the earlier resolution dated August 2, 2013 approved by the members of the Company, pursuant to the applicable provisions of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof for the time being in force) Mr.Davuluri Sucheth Rao (DIN: 00108880), Whole Time Director & Chief Executive Officer be re-designated as ‘Vice Chairman & Chief Executive Officer’ of the Company in the capacity of Whole Time Director with effect from May 20, 2016.

RESOLVED FURTHER THAT all other terms and conditions of the appointment of Mr.Davuluri Sucheth Rao, in terms of the resolution dated August 2, 2013 shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it considers necessary or expedient for the purpose of giving effect to this Resolution.”

6. To consider and, if thought fit, to pass with or without modification the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT in partial supersession of the earlier resolution dated August 14, 2015 approved by the members of the Company, pursuant to the applicable provisions of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof for the time being in force) Mr.Davuluri Saharsh Rao (DIN: 02753145), Whole Time Director & President be re-designated as ‘Joint Managing Director’ of the Company in the capacity of Whole Time Director with effect from May 20, 2016.

RESOLVED FURTHER THAT all other terms and conditions of the appointment of Mr.Davuluri Saharsh Rao, in terms of the resolution dated August 14, 2015 shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it considers necessary or expedient for the purpose of giving effect to this Resolution.”

7. To consider and, if thought fit, to pass with or without modification the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to Dr.Christopher M. Cimarusti, (DIN : 02872948) Director of the Company, to hold office or place of profit for a period of five years with effect from May 20, 2016 upon the terms and conditions set out in the letter of agreement, subject to the remuneration mentioned below:

- a. Fee of USD 2,000 per day (net of taxes) for each day spent at Neuland’s facilities (excluding days of Board Meetings). Any time spent with Neuland’s representatives in meeting Neuland’s customers to understand customer service issues would also be included as consulting time at the above rate.
- b. All the travel (Business class), boarding and stay in India would be organized and paid for by the Company. Any other incidental expenses incurred would be reimbursed based on actual expenses.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it considers necessary or expedient for the purpose of giving effect to this Resolution.”

8. To consider and, if thought fit, pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), consent of the Company be and is hereby accorded for payment of a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof, be paid to the Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be decided by the Nomination and Remuneration Committee/Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from the financial year 2016-17.”

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and subject to approval as may be required from the Central Government, the reappointment of M/s. Nageswara Rao & Co., Cost Accountants, (Registration No. 000332), Hyderabad, as Cost Auditors to audit the cost records maintained by the Company for the financial year ending March 31, 2017, on a remuneration of Rs.2,00,000/- (Rupees Two lakhs only) excluding taxes as may be applicable, in addition to reimbursement of all out-of-pocket expenses, be and is hereby ratified.”

Hyderabad  
May 20, 2016

For and on behalf of the Board  
Sd/-  
**Dr. Davuluri Rama Mohan Rao**  
**CHAIRMAN & MANAGING DIRECTOR**  
(DIN No.: 00107737)

## NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company.

The instrument of proxy, to be effective, should be deposited at the registered office of the Company not later than 48 hours before the commencement of the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrars of the Company, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
5. The relative Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), with respect to the Special Business set out in Item Nos. 5 to 9 above, is annexed hereto.
6. The relevant details as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, of persons seeking re-appointment relating to Item No. 3 of the Notice are also annexed.
7. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.

8. The Company has notified that the Register of Members and Share Transfer Books of the Company will remain closed from **August 8, 2016 to August 12, 2016 (both days inclusive)** for determining the names of members eligible for dividend on Equity shares, if declared at the meeting.
9. The dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid after August 16, 2016 but before September 10, 2016, to those members whose names shall appear on the Company's Register of Members on August 6, 2016, in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository account will be used by the Company for the payment of dividend. The Company or its Registrar and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
11. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
12. Members desiring any information as regard accounts are requested to write to the Company on or before August 6, 2016, to the attention of the Company Secretary, so as to enable the Company to keep the information ready.
13. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred Rs.1,41,974/- being the unclaimed dividends for the financial year 2007-08, to the Investor Education and Protection Fund ("IEPF") established by the Central Government, within the stipulated timelines. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has

uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 14, 2015 (date of the last Annual General Meeting) on the website of the IEPF ([www.iepf.gov.in](http://www.iepf.gov.in)) as also on the website of the Company ([www.neulandlabs.com](http://www.neulandlabs.com)).

Information in respect of unclaimed dividend pursuant to the provisions of Section 124 of the Companies Act, 2013 (corresponding provisions of Section 205A of the Companies Act, 1956), and the dates by which they need to be transferred is given below:

Financial year	Date of declaration	Due date for transfer to IEPF
2008-09	July 18, 2009	August 16, 2016
2009-10	No dividend declared	Not Applicable
2010-11	No dividend declared	Not Applicable
2011-12	No dividend declared	Not Applicable
2012-13	August 2, 2013	September 1, 2020
2013-14	June 24, 2014	July 23, 2021
2014-15	August 14, 2015	September 12, 2022

Details of unclaimed dividend in respect of the financial year ended March 31, 2009 and up to and including the financial year ended March 31, 2015 are available on the Company's website, [www.neulandlabs.com](http://www.neulandlabs.com). Members should write to Karvy or the Company, if they have not encashed the dividend warrants so far in respect of the aforesaid financial year(s), well in advance of the above due dates.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Karvy.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
16. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

17. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.
18. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the financial year 2015-16 will also be available on the Company's website [www.neulandlabs.com](http://www.neulandlabs.com) for download.
19. Non-Resident Indian Members are requested to inform Karvy, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

## 20. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by Karvy Computershare Private Limited ("Karvy").

The E-voting period commences on August 8, 2016 (9:00 a.m. IST) and ends on August 11, 2016 (5:00 p.m. IST). During this period, **Members of the Company, holding shares either in physical form or in dematerialized form, as on August 6, 2016 (Cut-off date), may cast their vote electronically.** The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

Instructions for electronic voting are as under:

### A. For members who receive Notice of Annual General Meeting through e-mail:

- i. Open the internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **EVENT number** followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the E-Voting Event Number for Neuland Laboratories Limited.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [dhr300@gmail.com](mailto:dhr300@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT No.".
- B. For members who receive the Notice of Annual General Meeting in physical form:**
- i. Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their votes using the ballot form enclosed to this notice. Please refer instructions given in the said form for more details.
  - ii. Members may alternatively opt for e-voting, for which the E-Voting Event Number (EVEN), User ID and Password is provided at the bottom of the ballot form. Please follow steps from Sl. No.

(i) to (xii) under heading A of Note no. 20 above to vote through e-voting platform.

**21. For members who wish to vote using ballot form:**

Pursuant to Clause 35B of the Listing Agreement, members who do not have access to e-voting facility may fill in the ballot form sent along with the notice and submit the same in a sealed envelope to the Scrutinizer, Mr. D.Hanumanta Raju, Practising Company Secretary, Unit: Neuland Laboratories Limited, C/o Karvy Computershare Private Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 on or before **August 11, 2016 by 5.00 p.m.**

Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutiner on the validity of the forms will be final.

In the event a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

**22. Voting facility at Annual General Meeting**

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Meeting, through ballot form and members attending the meeting who have not already cast their votes by remote e-voting or ballot form as mentioned above shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting or ballot form prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

**General Instructions regarding voting**

23. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
24. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 6, 2016, may obtain the User ID

and password in the manner as mentioned below:

- a. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- b. Member may call Karvy's toll free number 1-800-3454-001.
- c. Member may send an e-mail request to [ir@neulandlabs.com](mailto:ir@neulandlabs.com)

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and Password for casting the vote through remote e-voting.

25. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 6, 2016. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through Ballot Paper.
26. The Company has appointed Mr. D.Hanumanta Raju, Partner, D.Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad, as the Scrutinizer to the e-voting process, (including voting through ballot form received from the members) and voting at the venue of the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
27. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
28. The scrutiner shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiner's report shall be placed on the

Company's website: [www.neulandlabs.com](http://www.neulandlabs.com) and on the website of Karvy: <https://evoting.karvy.com>, and shall also be communicated to the stock exchanges.

29. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 12, 2016.
30. In case a Member is desirous of obtaining a duplicate Ballot Form, such member may send an e-mail to [evoting@karvy.com](mailto:evoting@karvy.com) by mentioning their Folio/DP ID and Client ID No.

**Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013**

**Item No. 5 & 6**

The resolutions set forth under Item No 5 & 6 of the Notice are for change in designations of Mr.D.Sucheth Rao and Mr.D.Saharsh Rao, Whole Time Directors of the Company.

The Board of Directors of the Company at its meeting held on May 20, 2016, on the recommendation of the Nomination and Remuneration Committee in the earlier meeting on the same day, has approved change in designations of Mr.D.Sucheth Rao and Mr.D.Saharsh Rao, subject to the approval of the shareholders, as under:

Name	Previous Designation	Current Designation
Mr.D.Sucheth Rao	Whole Time Director & Chief Executive Officer	Vice Chairman & Chief Executive Officer
Mr.D.Saharsh Rao	Whole Time Director & President	Joint Managing Director

While recommending the change in the designations, the Nomination and Remuneration Committee considered various parameters which, inter alia, included, the scale of operations of the Company and increased involvement of Whole Time Directors for the overall growth of the Company especially in respect of streamlining the production capacities of the manufacturing facilities, exploring new domestic and overseas markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc. The change in designations of Mr.D.Sucheth Rao and Mr.D.Saharsh Rao was made to commensurate the increase in the roles and responsibilities being delegated to them and the growing complexity of the Company. Mr.D.Sucheth Rao, as Vice Chairman & CEO will be taking care of

the overall organization's functioning while Mr.D.Saharsh Rao as Joint Managing Director will have the added role of R & D apart from the Sales, Information Technology, Corporate Planning and Business Development roles.

None of the Directors, Key Managerial Personnel or their respective relatives, except Dr.D.R.Rao, Mr.D.Sucheth Rao and Mr.D.Saharsh Rao, is concerned or interested in the Resolutions mentioned at Item No. 5 & 6 of the Notice.

The Board of Directors recommend the resolutions set forth at Item Nos. 5 & 6 of this Notice for your approval.

**Item No. 7**

Dr. Christopher M. Cimarusti is a Non-Executive Director of the Company. He did his PhD in Organic Chemistry from Purdue University and Post-doctoral Research from Columbia University. He has over 40 years' experience in the discovery, development and manufacture of pharmaceuticals. He was awarded more than 60 patents and has published more than 40 papers in referred journals. He provides consulting services to the pharmaceutical industry at Project Portfolio and Company strategy levels. Considering Dr.Cimarusti's profile and experience, the Company believes that it would be of great benefit to avail his services in reviewing the Company's R&D activities periodically and develop action plan for R&D team to implement.

The Board of Directors of the Company at its meeting held on May 20, 2016, on the recommendation of the Nomination and Remuneration Committee, have provided their consent to Dr.Christopher M. Cimarusti, Director of the Company, to hold office or place of profit for a period of five years with effect from May 20, 2016, subject to the approval of the members.

None of the Directors, Key Managerial Personnel or their respective relatives, except Dr.Christopher M. Cimarusti, is concerned or interested in the Resolution mentioned at Item No. 7 of the notice.

The Board recommends this resolution for the approval of the Members.

**Item No. 8**

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of the Company by way of commission, if the Company authorises such payment by way of a resolution of members.

The members of the Company at the 27<sup>th</sup> Annual General Meeting held on August 5, 2011, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding



one per cent of the net profits of the Company for each year for a period of five years commencing from the financial year 2011-12.

It is now proposed to pay commission on profits to the Non-Executive Directors for a further period of five years commencing from the financial year 2016-17.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, the Board of Directors of the Company (the Board) have at the meeting held on May 20, 2016, recommended that, remuneration not exceeding 1% of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company for a further period of five years commencing from April 1, 2016. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees paid to Non-Executive Directors during the financial year 2015-16 are provided in the annexure to the Directors Report and the Corporate Governance Report.

Information in respect of the Non-Executive Directors is appearing in the Annual Report for the financial year 2015-16, under the section 'Board of Directors'.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company to whom the

resolution relates are concerned or interested in the Resolution mentioned at Item No. 8 of the notice.

The Board recommends this resolution for the approval of the Members.

#### Item No. 9

The Board of Directors have at the meeting held on May 20, 2016, on the recommendation of the Audit Committee, approved the reappointment of the Cost Auditors, M/s. Nageswara Rao & Co., Cost Accountants and remuneration payable to them, as set out in the Resolution under this Item of the Notice.

In accordance with Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment of and remuneration payable to the Cost Auditors requires ratification by the Shareholders and hence this resolution is put for the consideration of the shareholders.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No. 9 of the Notice.

The Board recommends the resolution set forth in Item No. 9 for the approval of the Members.

For and on behalf of the Board  
Sd/-

Hyderabad  
May 20, 2016  
**Dr. Davuluri Rama Mohan Rao**  
**CHAIRMAN & MANAGING DIRECTOR**  
(DIN No.: 00107737)

Additional Information of Directors seeking appointment/re-appointment pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
<b>Name of the Director</b>	<b>Mr. Davuluri Saharsh Rao</b>
<b>Date of first appointment</b>	21.05.2009
<b>Date of Birth / Age</b>	07.08.1979
<b>Expertise in specific functional areas</b>	Information Technology and Marketing
<b>Educational Qualifications</b>	B.E Masters in MIS from Weatherhead School of Management, Cleaveland, OH. MBA from University of North Carolina, USA
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	CSR Committee – Member Finance Committee - Member
<b>List of directorships, Committee Chairmanship and membership held in other companies as on May 20, 2016</b>	Neuland Health Sciences Pvt Ltd – Director Neuland Pharma Research Pvt Ltd - Director
<b>Number of shares held in the Company as on May 20, 2016</b>	116



# NEULAND LABORATORIES LIMITED

(CIN: L85195TG1984PLC004393)

**Registered Office:**

Sanali Info park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-34.

**ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING**  
(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Neuland Laboratories Limited.

I hereby record my presence at the Thirty Second Annual General Meeting of the shareholders of Neuland Laboratories Limited at the Grand Ball Room, Taj Krishna, Road No. 1, Banjara Hills, Hyderabad at 2.30 p.m. on Friday, the August 12, 2016.

DP ID*	Reg. Folio No.
Client ID*	No. of Shares

\* Applicable if shares are held in electronic form

Name & Address of Member

\_\_\_\_\_  
Signature of Shareholder/Proxy/  
Representative(Please Specify)



# NEULAND LABORATORIES LIMITED

(CIN: L85195TG1984PLC004393)

Registered Office:

Sanali Info park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-34.



## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	L85195TG1984PLC004393		
Name of the company	:	Neuland Laboratories Limited		
Registered office	:	Sanali Info park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-34.		
Name of the member(s)	:			
Registered Address	:			
Email Id	:			
Folio No / Client ID	:		DP ID :	

I /We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
2.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
3.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Friday, August 12, 2016 at 2.30 p.m at the Grand Ball Room, Taj Krishna, Road No. 1, Banjara Hills, Hyderabad - 500 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	
1.	To receive consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.
2.	Declaration of dividend on equity shares for the financial year 2015-16
3.	Re-appointment of Mr. Davuluri Saharsh Rao, who retires by rotation
4.	Ratification of the appointment of Walker Chandio & Co LLP, as Statutory Auditors of the Company and fixing their remuneration
5.	Re-designation of Mr. Davuluri Sucheth Rao as 'Vice-Chairman & CEO'
6.	Re-designation of Mr. Davuluri Saharsh Rao as 'Joint Managing Director'
7.	Consideration of payment of Professional fee to Dr Christopher Cimarusti, Non-Executive Director
8.	Payment of Commission to Non-Executive Directors
9.	Ratification of Cost Auditor's Remuneration

Signed this ..... day of ..... 2016.

Affix  
Revenue  
stamp

Signature of shareholder : \_\_\_\_\_ Signature of Proxy holder(s) : \_\_\_\_\_

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.



# NEULAND LABORATORIES LIMITED

(CIN: L85195TG1984PLC004393)



Registered Office: Sanali Info park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-34.

## BALLOT FORM

(In lieu of E-voting)

32<sup>nd</sup> Annual General Meeting - August 12, 2016

Sl. No	Particulars	Details
1.	Name of the shareholder	
2.	Registered address	
3.	Registered Folio/DPID & Client ID No.	
4.	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 32<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on Friday, August 12, 2016, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Abstain
1.	To receive consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.				
2.	Declaration of dividend on equity shares for the financial year 2015-16				
3.	Re-appointment of Mr. Davuluri Saharsh Rao, who retires by rotation				
4.	Ratification of the appointment of Walker Chandio & Co LLP, as Statutory Auditors of the Company and fixing their remuneration				
5.	Re-designation of Mr. Davuluri Sucheth Rao as 'Vice-Chairman & Chief Executive Officer'				
6.	Re-designation of Mr. Davuluri Saharsh Rao as 'Joint Managing Director'				
7.	Consideration of payment of Professional fee to Dr. Christopher M.Cimarusti, Non-Executive Director				
8.	Commission to Non-Executive Directors				
9.	Ratification of Cost Auditor's Remuneration				

Place:

Date :

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

**NOTE:** Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer, Mr. D.Hanumanta Raju, Practising Company Secretary, Unit: Neuland Laboratories Limited, C/o Karvy Computershare Private Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 by 5.00 p.m. on August 11, 2016 shall only be considered.

## INSTRUCTIONS

1. Members may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the Registrar and Transfer Agent (RTA) at Karvy Computershare Private Limited (Unit : Neuland Lab), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or to the email id [inward.ris@karvy.com](mailto:inward.ris@karvy.com), so as to reach by 5.00 p.m. on August 11, 2016. Ballot form received thereafter will strictly be treated as if not received.
2. It is optional to indicate your preference. If you leave the for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she deem appropriate.
3. The Company will not be responsible if the envelope containing the ballot form is lost in transit.
4. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
5. In the event member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.
6. The right of voting by ballot form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Computershare Private Limited). Members are requested to keep the same updated.
8. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders.
9. In case of joint holders, the ballot form should be signed by the first named member and in his/her absence by the next named member. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.
10. Where the ballot form has been signed by an authorized representative of the body corporate/trust/society, etc. a certified copy of the relevant authorisation/board resolution to vote should accompany the ballot form.
11. Instructions for e-voting procedure are available in the Notice of AGM which is also placed on the website of the Company.

Shareholders who wish to use e-voting should follow the steps for e-voting procedures given in the Notice of AGM by logging on to – <https://evoting.karvy.com>