# 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

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of Neuland Laboratories Limited will be held on **Friday, the 14th day of August, 2015 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 the Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.

2. To declare dividend of Rs. 1.50 per equity share to the share holders for the financial year 2014-15.

3. To appoint a Director in place of Dr. Christopher M Cimarusti (DIN: 02872948) 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 **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 Chandiok & Co LLP, Chartered Accountants (ICAI Firm's Registration No. 001076N/N500013), Hyderabad, as Statutory Auditors of the Company for a term of five years i.e. till the conclusion of the 35th 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 32nd AGM of the Company to be held in the year 2016, 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(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Nirmala Murthy (DIN: 00734866) whose term of office as an Additional Director, pursuant to Section 161 of the Companies Act, 2013, expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to May 7, 2020."

6. 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, consent of the Company, be and is hereby accorded for the reappointment of Mr. Davuluri Saharsh Rao (DIN: 02753145), as Whole Time Director & President of the Company, liable to retire by rotation, for a period of five (5) years effective from June 1, 2015, on a remuneration within the overall ceiling limit of 5% of the net profits of the Company as per the Companies Act, 2013, and such other approvals, if any required, as set out below:

   a. **Salary and other allowances:** Rs.72,12,000 per annum with authority granted to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors thereof) to determine the salary and grant increases from time to time.

**b. Perquisites:** He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called "perquisites") such as unfurnished residential accommodation, medical reimbursement, leave travel assistance / allowance, membership fees of clubs, hospitalization and accident insurance, security at residence and any other perquisites as per policy/ rules of the Company in force or as may be approved from time to time provided that aggregate cost to the Company of such perquisites does not exceed Rs.11,40,000 per annum with authority to the Board to amend the same from time to time.

The annual or other increases / increments will be merit based and will take into account the Company's performance and in accordance within the limits specified in the Companies Act, 2013.

In addition to the above, Mr.Davuluri Saharsh Rao shall also be entitled to the following benefits as per policy/ rules of the Company in force or the Board may approve as from time to time.

- Company maintained car with driver.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- Encashment of leave at the time of retirement.

**c. Commission:** As may be decided within the overall ceiling limit of 5% of the net profits of the Company as per the Companies Act, 2013.

RESOLVED FUTHER THAT Mr.D.Saharsh Rao, Whole Time Director & President, being hereby reappointed as a director liable to retirement by rotation, shall continue to hold his office of Whole Time Director & President, and the reappointment as such director shall not be deemed to constitute a break in his office of Whole Time Director & President.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr.Davuluri Saharsh Rao, the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT the individual components of the above remuneration be decided and revised as may be agreed to by the Board and Mr.Davuluri Saharsh Rao.

RESOLVED FURTHER THAT the Board or Mr.Davuluri Saharsh Rao shall be entitled to terminate the appointment of Mr.Davuluri Saharsh Rao by giving twelve month notice in writing or such shorter notice as may be mutually agreed between him and the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to this Resolution and delegate to any Director(s) or any other Officer(s) of the Company for obtaining necessary permissions and approvals, if any, in this connection from any authorities."

7. 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 of the Companies Act, 2013 and Rules thereon 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, 2016, on a remuneration of Rs.1,50,000/- (Rupees One lakh fifty thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out-of-pocket expenses, be and is hereby ratified."

For and on behalf of the Board
Sd/-
**DR. D. R. RAO**
**CHAIRMAN & MANAGING DIRECTOR**
(DIN : 00107737)

Hyderabad
May 08, 2015

**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 7 above, is annexed hereto.

6. The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment/re-appointment relating to item Nos. 3, 5 and 6 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, 2015 to August 14, 2015 (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 17, 2015 but before September 12, 2015, to those members whose names shall appear on the Company's Register of Members on August 7, 2015; 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 7, 2015, 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 on due dates Rs. 1,21,984 being the unpaid or unclaimed dividends for the financial year 2006-07, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. 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 June 24, 2014 (date of the last Annual General Meeting) on the website of the IEPF (www.iepf.gov.in) as also on the website of the Company (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 |
|---|---|---|
| 2007-08 | July 24, 2008 | August 22, 2015 |
| 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 |

Members who have not encashed the dividend warrants so far in respect of the aforesaid period are requested to send their claims, if any, to the Company 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 FY 2014-15 will also be available on the Company's website www.neulandlabs.com for their 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 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, 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 Tuesday, August 11, 2015 (9:00 a.m. IST) and ends on August 13, 2015 (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 7, 2015 (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 with a copy marked to 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 enclosed. 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 **13th August 2015 by 5.00 p.m.**

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.

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 7, 2015, 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

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 7, 2015. 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 & Associates, 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 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 the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated scrutinizer'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 scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website: www.neulandlabs.com and on the website of Karvy: https://evoting.karvy.com, and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company Scheduled to be held on Friday, August 14, 2015.

**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 14, 2015.

**30.** In case a Member is desirous of obtaining a duplicate Ballot Form, such member may send an e-mail to 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. 4

This explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s. Walker Chandiok & Co LLP, Chartered Accountants, (ICAI Firm's Registration No. 001076N) were appointed as the Statutory Auditors of the Company at the Annual General Meeting (AGM) of the Company held on June 24, 2014 for a period of five years, i.e. till the conclusion of the 35th AGM.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at Item no. 4 of the Notice.

The Board commends the Resolution at Item No. 4 for approval by the Members.

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. 4 of the Notice.

### Item No. 5

The Board of Directors has appointed Dr.Nirmala Murthy as an Additional Director with effect from May 8, 2015. As per the provisions of Section 161(1) of the Act, Dr.Murthy shall hold office as an Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr.Nirmala Murthy for the office of Director of the Company.

The matter regarding appointment of Dr.Nirmala Murthy as Additional Director was placed before the Nomination and Remuneration Committee and it has recommended her appointment.

Dr.Murthy has given a declaration to the Board that she is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given her consent to act as a Director. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed thereunder for her appointment.

In compliance with the provisions of Section 161 of the Act, the appointment of Dr.Nirmala Murthy as a Director is now being placed before the Members for their approval.

Dr. Murthy, aged 68 years, is an honorary president of the Foundation for Research in Health System, a non-government research organization, which she helped create in 1989. She has a Masters degree in statistics from Bombay University, India (1967), and a doctorate from the Harvard School of Public Health, Boston, USA (1974). In 1974, she joined the faculty of the Indian Institute of Management, Ahmedabad, doing research and training in the area of public health management.

She is a specialist in Health Information Systems, monitoring & Evaluation of Health and Welfare programs and has designed several management training programs for health care providers working at different levels in public health system. As early as in 1983, she demonstrated feasibility of using micro-computers in rural health centres to significantly improve quality and reach of health services to rural mothers and children. The concept was later replicated in different health programs and now been adopted at the national level. Currently her work involves using ICT to simplify health information gathering, processing and data use by program managers to improve health outcomes among the rural poor. She has published over 50 research papers in journals and books, in the area of her expertise.

Dr. Murthy does not hold any shares in the Company, either by herself or for any other person on a beneficial basis.

Your Board is of the opinion that Dr. Murthy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Dr. Murthy as an Independent Director setting out the terms and conditions would be available for inspection as mentioned in the Note No.6 of the Notes to this Notice.

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs except Dr. Murthy, is concerned or interested in the resolution at Item No. 5 of the Notice. The Board commends the Resolution for approval by the Members.

**Item No. 6**

Mr. D. Saharsh Rao joined the Company during March 2005 as the Chief Information Officer and later has been appointed as a Whole Time Director from June 1, 2009. He is responsible for the Business Development of the Company across geographies. Under his leadership, the Company has made a successful foray into business in Japan and he has been instrumental in securing the Joint Business arrangement with API Corporation, Japan. He also shares the management responsibilities along with other Whole Time Directors.

The current term of office of Mr.D.Saharsh Rao expires on May 31, 2015. Considering the contribution of Mr.D.Saharsh Rao in the growth of Custom Manufacturing Solutions business, the significant improvement in the performance and also the financial condition of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint Mr.D.Saharsh Rao as the Whole Time Director & President of the Company for a further period of 5 years effective from June 1, 2015 on a remuneration as set out in the Resolution proposed under this Item of the Notice, at its meeting held on May 8, 2015.

Mr.D.Saharsh Rao has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act.

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs except Dr. D. R. Rao, Mr. D. Sucheth Rao and Mr. D. Saharsh Rao, is concerned or interested in the resolution at Item No. 6 of the Notice. The Board commends the Resolution for approval by the Members.

**Item No. 7**

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on May 8, 2015, approved the reappointment of the Cost Auditors, M/s. Nageswara Rao & Co., Cost Accountants (Registration No.000332) 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, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs is concern or interested in the Resolution at item no. 7 of the Notice. The Board commends the Resolution for approval by the Members.

For and on behalf of the Board

Sd/-

Hyderabad
May 08, 2015

**DR. D. R. RAO**
**CHAIRMAN & MANAGING DIRECTOR**
(DIN : 00107737)

| Additional Information of Directors seeking appointment/re-appointment pursuant to Clause 49(IV)(G)(i) of the Listing Agreement | | | |
|---|---|---|---|
| **Name of the Director** | **Dr. Christopher M. Cimarusti** | **Mr. D. Saharsh Rao** | **Dr. Nirmala Murthy** |
| **Date of first appointment** | 20.10.2009 | 21.05.2009 | 08.05.2015 |
| **Date of Birth / Age** | 15.10.1943 | 07.08.1979 | 24.06.1946 |
| **Expertise in specific functional areas** | Drug discovery, development and manufacturing | Information Technology and Marketing | Health Information Systems |
| **Educational Qualifications** | Ph.D. in Organic Chemistry and Postdoctoral Research from Columbia University, USA | B.E Masters in MIS from Weatherhead School of Management, Cleaveland, OH. MBA from University of North Carolina, USA | Masters degree in Statistics from Bombay University, and Doctorate from the Harvard School of Public Health, USA |
| **Chairman/Member of the Committee of the Board of Directors of the Company** | None | CSR Committee – Member<br>Finance Committee - Member | None |
| **List of directorships, Committee Chairmanship and membership held in other companies as on May 8, 2015** | None | Neuland Health Sciences Pvt Ltd – Director<br>CATO Research Neuland India Pvt Ltd - Director<br>Neuland Pharma Research Pvt Ltd - Director | None |
| **Number of shares held in the Company as on May 8, 2015** | Nil | 116 | Nil |

# 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 first 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 14th day of August, 2015.

| | |
|---|---|
| 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 31st Annual General Meeting of the Company, to be held on Friday, the 14th day of August, 2015 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. | Adoption of Audited Financial statements for the year ended March 31, 2015, Reports of the Board of Directors and Auditors |
| 2. | Declaration of dividend on equity shares for the financial year 2014-15 |
| 3. | Re-appointment of Dr. Christopher M Cimarusti, who retires by rotation |
| 4. | Ratification of the appointment of Walker Chandiok & Co LLP, as Statutory Auditors of the Company and fixing their remuneration |
| 5. | Appointment of Dr. Nirmala Murthy as an Independent Director |
| 6. | Re-appointment of Mr. Davuluri Saharsh Rao, as Whole Time Director & President of the Company for a term of five years |
| 7. | Approval of remuneration of the Cost Auditors |

Signed this ..... day of ..... 2015.

Affix Revenue stamp

Signature of shareholder : _____ Signature of Proxy holder(s) : _____

**Note:**

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 fi fty (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.