



## Laurus Labs Limited

Regd. Office: Plot No.21, Jawaharlal Nehru Pharma City, Parawada, Visakhapatnam – 531 021

Corp. Office: 2nd Floor, Serene Chambers, Road No.7, Banjara Hills, Hyderabad – 500 034

CIN No.: L24239AP2005PLC047518

### Notice

Notice is hereby given that the 12th Annual General Meeting of the Members of Laurus Labs Limited (*the Company*) will be held at Oyster Hall, Waltair Club, Opposite Government Circuit House, Siripuram, Visakhapatnam – 530 003, Andhra Pradesh at 10.30 a.m. on Wednesday the 12th day of July, 2017, to transact the following business:

#### ORDINARY BUSINESS :

##### 1. To consider and adopt:

- (a) the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017, the reports of Board of Directors and Auditors thereon; and
- (b) the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and reports of Auditors thereon.

2. To appoint a Director in place of Mr. Rajesh Kumar Dugar (DIN 00307729) who retires by rotation and, being eligible, offers himself, for re-appointment.

3. To appoint a Director in place of Mr. Narendra Ostawal (DIN 06530414) who retires by rotation and, being eligible, offers himself, for re-appointment.

4. To declare dividend on equity shares of the Company for the Financial Year 2016-17.

5. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Deloitte Haskins & Sells LLP (DHS), Chartered Accountants, (Institute of Chartered Accountants of India Registration Number 117366W/W-100018) be and are hereby appointed as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of this 12th Annual General Meeting until the conclusion of 17th Annual General Meeting to be held in the year 2022, subject to ratification by the members at every annual general meeting at a remuneration as may be determined by the Board of Directors of the Company”.

6. 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 rules made thereunder the re-appointment of M/s. Bharathula & Associates, Cost Accountants, as Cost Auditors for the financial year 2017-18 by the Board of Directors at a remuneration not exceeding 2,50,000/- (Rupees Two lakhs and Fifty thousand only) per annum excluding out of pocket & other expenses and service tax, as may be incurred in the course of Audit, be and is hereby ratified”

#### SPECIAL BUSINESS:

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

“RESOLVED THAT Bluewater Investment Ltd., will have right to nominate 1 (one) director on the Board of the Company until such time Bluewater Investment Ltd continues to hold 15% (fifteen percent) of the fully diluted share capital of the Company”

“RESOLVED FURTHER THAT the above resolution shall be inserted as Article 49A of Articles of Association of the Company”.

“RESOLVED FURTHER THAT the Board of Directors on behalf of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to communicate the same to the Stock Exchanges and Securities & Exchange Board of India (SEBI), as may be required”

8. To consider and, if thought fit, to pass the following resolution with or without modifications, as a Special Resolution:

“RESOLVED THAT the first paragraph in the Articles of Association and the subsequent words “PART A” be and are hereby removed from the Articles of Association of the Company”

“RESOLVED FURTHER THAT the words “the Managing Director or whole-time Director(s), appointed or” be and are hereby removed from the Article No. 58, wherever they occur in Article No. 58”

"RESOLVED FURTHER THAT the entire PART B – (SPECIAL ARTICLES) be and is hereby removed from the Articles of Association of the Company"

"RESOLVED FURTHER THAT the Board of Directors on behalf of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to communicate the same to the Stock Exchanges and Securities & Exchange Board of India (SEBI), as may be required"

9. To consider and, if thought fit, to pass the following resolution with or without modifications, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (l) (a) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with rules made there under, consent of the Company be and is hereby accorded to the Board of Directors of the Company and/ or Committee thereof (hereinafter referred to as "the Board") to create mortgages and/or charges on all or any of the assets and properties, immovable and movable, both present and future, including the undertaking of the Company and including floating charge/ assignment or hypothecation on a pari passu basis or otherwise over the Company's book debt/s, receivables, actionable claims, outstanding loans and advances and other assets and properties of the Company and including mortgages or charges over the specific security as agreed upon between the Company and the concerned lenders, with interest thereon at the respective agreed rates, penal/ additional interest, liquidated damages, costs, charges, expenses and/or monies, if any, due thereon, monies on the aforesaid securities already borrowed or to be borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) over the aggregate of the Paid-up Capital and Free Reserves of the Company up to ₹ 2,000 Crores (Rupees Two thousand Crores only) at any point of time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize and execute all such documents for creating the aforesaid mortgage and/or charge and on such terms and conditions as may be deemed fit, proper or appropriate in their absolute discretion and do all such acts, things and matters as may be necessary for giving effect to the foregoing Resolution"

10. To consider and, if thought fit, to pass the following resolution with or without modifications, as a Special Resolution:

"RESOLVED THAT the consent of members of the Company be and is hereby granted, in accordance with

Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, to the Board of Directors of the Company or any committee thereof, in supersession of earlier resolutions, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) by a sum not exceeding ₹2,000 crores (Rupees Two Thousand Crores Only), and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit."

11. To consider and, if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT the approval of the Members be and is hereby accorded for the appointment of Mr. Krishna Chaitanya Chava as Assistant Vice President-Corporate Development with effect from April 15, 2017 with a salary of ₹ 60 lacs per annum (Cost to Company) along with other benefits as per eligibility to the respective cadre of Asst. Vice President, in terms of Section 188 of the Companies Act, 2013 and the relevant rules made thereunder and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015"

"RESOLVED FURTHER THAT the Board of Directors on behalf of the Company be and are hereby authorized to undertake further actions, if any, in this regard"

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

"RESOLVED THAT pursuant to Section 196, 197 and Schedule V and all other applicable provisions, rules, schedules of the Companies Act 2013 the remuneration of Mr. Chandrakanth Chereddi, Whole-time Director of the Company, DIN 06838798, be and is hereby increased with effect from April 1, 2017 as follows for the remainder period of his current term:

- (a) Salary:  
The Executive Director's aggregate salary shall be ₹ 10,000,000 (Rupees Ten Million only) per annum payable in 12 (twelve) monthly instalments ("Annual Salary"). The aforesaid salary shall be

subject to deductions for income tax, contributions to provident fund, gratuity fund or superannuation fund and all other statutory deductions required to be made by the Company in accordance with applicable Laws. The Annual Salary shall stand increased by 10% every financial year (effective from 1st April of each year).

(b) Business Expenses:

The Executive Director shall be reimbursed by the Company for all reasonable out of pocket expenses incurred pertaining to or in connection with the performance of his duties under this Agreement in line with the Company's expenses policy. In the event, the Executive Director is required to travel, whether within India or abroad in relation to the obligations imposed on the Executive Director, such travel shall be in accordance with the Company travel policy.

(c) Annual Bonus :

(i) The Company shall pay the Executive Director a bonus of such amount as may be determined in accordance with (ii) below, based upon achievement of performance criteria in respect of each completed financial year with effect from April 1, 2017.

(ii) For every financial year, the Executive Director shall be eligible to receive a bonus (which shall be paid immediately upon the Board approving the audited accounts of the Company for the corresponding financial year) based upon the Company's achievement of the consolidated EBITDA projection for a financial year (on the basis that the consolidated non-interest financial charges are deducted while calculating the consolidated EBITDA and any EBITDA from acquisitions during the year be excluded, if it is so included in the consolidated EBITDA) ("**Target**") in the following manner:

(A) Less than 75% of the Target = zero bonus;

(B) 75% or more of the Target = bonus equal to the percentage of the Target achieved multiplied by the 50% of Annual Salary (as increased on a yearly basis),

provided that the amount of bonus paid pursuant to this clause will not exceed 60% of the Annual Salary.

(d) Leave entitlement:

During the Term, the Executive Director shall be entitled (in addition to the usual public and bank

holidays) to 20 (twenty) calendar days' of paid leave in each year as per the Company policy.

(e) Benefits:

The Executive Director shall be entitled to participate, along with the other employees of the Company, in any of the employee benefit and compensation plans, whether statutory or otherwise, as may be generally available to employees of the Company including car, leave travel allowance, gratuity, medical, health, insurance plans but excluding employee stock option plans. The Executive Director shall be provided with one recognized club membership of his choice for himself and his family at Hyderabad and the Executive Director shall inform the Board of his choice."

"RESOLVED FURTHER THAT Dr. Srihari Raju Kalidindi Mr. V V Ravi Kumar, being Directors of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to the increase of remuneration of Whole-time directors of the Company, including but not limited to, issuance of letter(s) of increase of remuneration, making necessary entries in the statutory registers of the Company, filing necessary forms and documents with the jurisdictional Registrar of Companies and all other necessary and incidental acts in this regard."

13. To consider and, if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 196, 197 and Schedule V and all other applicable provisions, rules, schedules of the Companies Act 2013 the terms of employment with respect to payment of Bonus to Dr. Satyanarayana Chava, having Director Identification Number 00211921, Whole-time Director and Chief Executive Officer of the Company be and are hereby modified as follows for the remaining period of 3 years of his term effective from 1st April 2017:

Annual Bonus :

(i) The Company shall pay the Chief Executive Officer a bonus of such amount as may be determined in accordance with (ii) below, based upon achievement of performance criteria in respect of each completed financial year, during the 3 (three) financial years starting from April 1, 2017, during which the employment subsists

(ii) For every financial year, the Chief Executive Officer shall be eligible to receive a bonus (which shall

be paid immediately upon the Board approving the audited accounts of the Company for the corresponding financial year) based upon the Company's achievement of the consolidated EBITDA projection for such financial year (on the basis that the consolidated non-interest financial charges are deducted while calculating the consolidated EBITDA and any EBITDA from acquisitions during the year be excluded, if it is so included in the consolidated EBITDA) ("**Target**") in the following manner:

- (A) Less than 75% of the Target = zero bonus;
- (B) 75% or more of the Target = bonus equal to the percentage of the Target achieved multiplied by the Annual Salary (as increased on a yearly basis),

provided that the amount of bonus paid pursuant to this clause will not exceed 120% of the Annual Salary."

"RESOLVED FURTHER THAT the other terms and conditions of his existing employment agreement will remain unchanged"

"RESOLVED FURTHER THAT Dr. Srihari Raju Kalidindi and Mr. V V Ravi Kumar, Executive Directors of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to the revision in terms of Bonus of Chief Executive Officer of the Company, including but not limited to, issuance of letter(s) of revised terms of Bonus, making necessary entries in the statutory registers of the Company, filing necessary forms and documents with the jurisdictional Registrar of Companies and all other necessary and incidental acts in this regard."

14. To consider and, if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 196, 197 and Schedule V and all other applicable provisions, rules, schedules of the Companies Act 2013 the terms of employment with respect to payment of Bonus to Dr. Srihari Raju Kalidindi, having Director Identification Number 00982034, Executive Director of the Company be and are hereby modified as follows for the remaining period of 3 years of his term effective from 1st April 2017:

Annual Bonus :

- (i) The Company shall pay the Executive Director a bonus of such amount as may be determined

in accordance with (ii) below, based upon achievement of performance criteria in respect of each completed financial year, during the 3 (three) financial years starting from April 1, 2017, during which the employment subsists

- (ii) For every financial year, the Executive Director shall be eligible to receive a bonus (which shall be paid immediately upon the Board approving the audited accounts of the Company for the corresponding financial year) based upon the Company's achievement of the consolidated EBITDA projection for such financial year (on the basis that the consolidated non-interest financial charges are deducted while calculating the consolidated EBITDA and any EBITDA from acquisitions during the year be excluded, if it is so included in the consolidated EBITDA) ("**Target**") in the following manner:

- (A) Less than 75% of the Target = zero bonus;

- (B) 75% or more of the Target = bonus equal to the percentage of the Target achieved multiplied by the 50% of Annual Salary (as increased on a yearly basis),

provided that the amount of bonus paid pursuant to this clause will not exceed 60% of the Annual Salary."

"RESOLVED FURTHER THAT the other terms and conditions of his existing employment agreement will remain unchanged"

"RESOLVED FURTHER THAT Dr. Satyanarayana Chava and Mr. Ravi Kumar, Executive Directors of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to the revision in Bonus terms of Executive Director of the Company, including but not limited to, issuance of letter(s) of revised terms of Bonus, making necessary entries in the statutory registers of the Company, filing necessary forms and documents with the jurisdictional Registrar of Companies and all other necessary and incidental acts in this regard."

15. To consider and, if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 196, 197 and Schedule V and all other applicable provisions, rules, schedules of the Companies Act 2013 the terms of employment with respect to payment of Bonus to

V V Ravi Kumar, having Director Identification Number 01424180, whole-time director of the Company be and are hereby modified as follows for the remaining period of 3 years of his term effective from 1st April 2017:

Annual Bonus :

- (i) The Company shall pay the Executive Director a bonus of such amount as may be determined in accordance with (ii) below, based upon achievement of performance criteria in respect of each completed financial year, during the 3 (three) financial years starting from April 1, 2017, during which the employment subsists
- (ii) For every financial year, the Executive Director shall be eligible to receive a bonus (which shall be paid immediately upon the Board approving the audited accounts of the Company for the corresponding financial year) based upon the Company's achievement of the consolidated EBITDA projection for such financial year (on the basis that the consolidated non-interest financial charges are deducted while calculating the consolidated EBITDA and any EBITDA from acquisitions during the year be excluded, if it is so included in the consolidated EBITDA) ("Target") in the following manner:
  - (A) Less than 75% of the Target = zero bonus;
  - (B) 75% or more of the Target = bonus equal to the percentage of the Target achieved multiplied by the 50% of Annual Salary (as increased on a yearly basis),

provided that the amount of bonus paid pursuant to this clause will not exceed 60% of the Annual Salary."

"RESOLVED FURTHER THAT the other terms and conditions of his existing employment agreement will remain unchanged"

"RESOLVED FURTHER THAT Dr. Satyanarayana Chava and Dr. Srihari Raju Kalidindi Executive Directors of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to the revision in terms of Bonus of Executive Director of the Company, including but not limited to, issuance of letter(s) of revised terms of Bonus, making necessary entries in the statutory registers of the Company, filing necessary forms and documents with the jurisdictional Registrar of Companies and all other necessary and incidental acts in this regard."

16. To consider and, if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the consent of the Members of the Company be and is hereby accorded for appointment of Dr. M. Venu Gopala Rao having Director Identification Number 00012704, as Independent Director of the Company for a period of 5 years with effect from May 18, 2017"

"RESOLVED FURTHER THAT Dr. M. Venu Gopala Rao, in his capacity as Independent Director, shall be eligible for remuneration and sitting fee as may be decided by the Nomination and Remuneration Committee and/or Board of Directors of the Company"

"RESOLVED FURTHER THAT Dr. C. Satyanarayana, CEO of the Company, Dr. Srihari Raju Kalidindi and Mr. V. V. Ravi Kumar, Executive Directors of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company be and are hereby severally authorized to do all the useful activities in this regard including any filings with the Registrar of Companies, Andhra Pradesh"

17. To consider and, if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the consent of the Members of the Company be and is hereby accorded for appointment of Dr. Ravindranath Kancherla having Director Identification Number 00117940, as Independent Director of the Company for a period of 5 years with effect from May 18, 2017"

"RESOLVED FURTHER THAT Dr. Ravindranath Kancherla, in his capacity as Independent Director, shall be eligible for remuneration and sitting fee as may be decided by the Nomination and Remuneration Committee and/or Board of Directors of the Company"

"RESOLVED FURTHER THAT Dr. C. Satyanarayana, CEO of the Company, Dr. Srihari Raju Kalidindi and Mr. V V Ravi Kumar, Executive Directors of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company be and are hereby severally authorized to do all the needful activities in this regard including any filings with the Registrar of Companies, Andhra Pradesh"

18. To consider and, if thought fit, to pass the following resolution with or without modifications, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations") (including any statutory modification(s) or re-enactment of the Act or the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee, which may exercise its powers, including the powers conferred by this resolution), "LAURUS EMPLOYEES STOCK OPTION SCHEME 2011" (hereinafter referred as the "ESOP Scheme, 2011" or "Scheme") as approved by the Company prior to Initial Public Offering (IPO) of Shares of the Company be and is hereby ratified within the meaning of Regulation 12 of SBEB Regulations and the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in the employment of the Company, including Directors of the Company whether whole time or otherwise whether working in India or out of India, excluding Independent Directors, the Stock Options exercisable into equity shares already approved under the ESOP Scheme 2011."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of such option from time to time in accordance with ESOP Scheme, 2011 and such equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issues, stock split, merger and sale of division and others, if any additional stock options are issued by the Board to the

option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the stock options under ESOP 2011 shall be deemed to be increased/adjusted to the extent of such additional options issued"

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of equity shares, the Board/Committee be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

19. To consider and, if thought fit, to pass the following resolution with or without modifications, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations") (including any statutory modification(s) or re-enactment of the Act or the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee, which may exercise its powers, including the powers conferred by this resolution), "LAURUS LABS EMPLOYEE STOCK OPTION SCHEME 2016" (hereinafter referred as the "ESOP Scheme, 2016" or "Scheme") as approved by the Company prior to Initial Public Offering (IPO) of Shares of the Company be and is hereby ratified within the meaning of Regulation 12 of SBEB Regulations and the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in the employment of the Company, including Directors of the Company whether whole time or otherwise whether working in India or out

of India, excluding Independent Directors, the Stock Options exercisable into equity shares already approved under the ESOP Scheme 2016.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of such option from time to time in accordance with ESOP Scheme, 2016 and such equity shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issues, stock split, merger and sale of division and others, if any additional stock options are issued by the Board to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the stock options under ESOP 2016 shall be deemed to be increased/adjusted to the extent of such additional options issued”

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of equity shares, the Board/Committee be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

By order of the Board  
Laurus Labs Limited

G. Venkateswar Reddy  
Company Secretary

**Regd. Office:**

Plot No. 21,  
Jawaharlal Nehru Pharma City,  
Parawada,  
Visakhapatnam – 531 021  
E-mail: secretarial@lauruslabs.com

Place: Hyderabad  
Date: May 18, 2017

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxies to be effective, should be deposited at the Corporate Office of the Company not later than 48 hours before the commencement of the meeting. Blank proxy form is attached.
2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of the Notice.
4. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorships and membership/chairmanships of Board Committees and shareholding in the Company as stipulated under SEBI (LODR) Regulations, 2015 are provided in the Report on Corporate Governance forming part of the Annual Report.
5. Members/Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from July 10, 2017 to July 12, 2017 (both days inclusive) for the Annual General Meeting and for payment of dividend.
8. Documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Corporate Office of the Company during office hours between 11 am and 5 pm on all working days prior to the date of the Annual General Meeting.
9. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 in respect of their physical share folios, if any.

10. Shareholders are requested to bring their copies of Annual Report to the Annual General Meeting.
11. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
12. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.lauruslabs.com](http://www.lauruslabs.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com).
13. 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.
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 to the Company/Karvy.
15. **Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
16. Procedure of E-Voting – In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited
- The instructions for E-voting are as follows:
- i. To use the following URL for e-voting: <https://evoting.karvy.com>
  - ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
  - iii. Enter the login credentials. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User 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.
  - iv. After entering the details appropriately, click on LOGIN.
  - v. You will reach the 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 (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. You need to login again with the new credentials.
  - vii. On successful login, the system will prompt you to select the EVENT i.e., Laurus Labs Limited.
  - viii. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
  - ix. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
  - x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.



- xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xii. The Portal will be open for voting from 9.00 a.m. on July 9, 2017 to 5.00 p.m. on July 11, 2017
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Toll Free No. 18003454001
- xiv. **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 / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
17. The facility for voting through polling paper shall be made available at the Annual General Meeting (the "meeting") and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting.
18. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
19. The Board of Directors of the Company has appointed Mr. Y. Ravi Prasada Reddy, Proprietor of RPR Associates, a Practicing Company Secretary, as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
20. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 7th July 2017.
21. 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 i.e. 7th July 2017 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
22. 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 may obtain the USER ID and Password in the manner as mentioned below:
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event number+ Folio No. or DP ID Client ID to 9212993399
- Example for NSDL : MYEPWD <SPACE>  
IN12345612345678
- Example for CDSL : MYEPWD <SPACE>  
1402345612345678
- Example for Physical : MYEPWD <SPACE>  
XXX1234567890
- b. 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.
- c. Member may call Karvy's toll free number 1-800-3454-001
- d. Member may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.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.
24. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.lauruslabs.com](http://www.lauruslabs.com) and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

#### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

##### Item No. 7 & 8:

The Company has successfully completed its Initial Public Offering (IPO) of Equity Shares during the Financial Year 2016-17 and the Equity Shares of the Company got listed on National Stock Exchange of India Limited and BSE Limited with effect from December 19, 2016.

Prior to the IPO, the Company had entered into Investment Agreement with certain Private Equity Investors, namely Aptuit Asia Pvt Ltd., FIL Capital Management (Mauritius)

Ltd., Fidelity India Principals and Bluewater Investment Ltd wherein these Private Equity Investors were given certain rights including right to appoint nominee directors on the Board of the Company. It was agreed amongst the Company and these Private Equity Investors that pursuant to completion of successful IPO, the Investment Agreement would get terminated. However, it was also agreed that the right accorded to Bluewater Investment Ltd. to appoint one nominee director on the Board the Company would continue to exist beyond successful IPO until Bluewater Investment Ltd. continue to hold 15% (fifteen percent) of the fully diluted share capital of the Company which was stated in Article 112.14.5 of Part-B of Articles of Association. As part of IPO process, Securities & Exchange Board of India advised the Company vide its letter dated October 10, 2016 that the right of Bluewater Investment Ltd., to nominate a director on the Board of the Company shall be exercised only after obtaining shareholders' approval through a special resolution after the IPO. Therefore, it is proposed to approve the same as a Special Resolution and the same will be inserted as Article 49A of the Articles of Association of the Company.

Further, in Article 58 of the Company, it is stated that Managing Director and Whole-time Director(s) shall not retire by rotation. In order to comply with the provisions of Sections 149 and 152(6) of the Companies Act, 2013, it is proposed to remove this part from Article 58.

Similarly, some consequential changes like removal of first paragraph and subsequent words "Part A" and removal of entire Part-B are proposed in order to make Articles updated. It may be noted that in the Articles itself, it was stated that Part-B of Articles of Association which provided special rights to the Private Equity Investors would automatically get terminated without any further action.

Accordingly, your Directors recommend these resolutions for your approval as Special Resolutions.

None of the Directors or Key Managerial Personnel or relatives of Directors and Key Managerial Persons are concerned or interested in these resolutions.

**Item No.9 & 10:**

The members of the Company in the General Meeting held on June 9, 2016 had granted powers to the Board of Directors to borrow monies in excess of the paid up capital and free reserves up to an amount not exceeding ₹ 2,000 Crores (Rupees Two thousand Crores only) as per Section 180(1)(c) of the Companies Act, 2013 and also to mortgage/ alienate the properties in favour of the Lenders u/s. 180(1)(a) of the Act by means of Special Resolutions. However, at that point of time, the Company was a Private Limited Company. Subsequently, the Company became a Listed Company after its successful IPO during the previous Financial Year. Therefore, it is proposed to obtain the approval of the shareholders once again for the said resolutions.

Hence, your directors recommend these resolutions to be passed as Special Resolutions to authorise the Board of Directors of the Company (or any committee as authorised by the Board), to borrow monies exceeding the paid up capital and free reserves up to an amount not exceeding ₹ 2,000 Crores (Rupees Two Thousand Crores Only) in pursuance of Section 180(1)(c) of the Companies Act, 2013 and also to mortgage/alienate the properties in favour of the Lenders u/s. 180(1)(a) of the Companies Act, 2013.

Accordingly, your Directors recommend these resolutions for your approval as Special Resolutions.

None of the Directors or Key Managerial Personnel or relatives of Directors and Key Managerial Persons are concerned or interested in this resolution.

**Item No.11:**

The Board of Directors in their meeting held on April 19, 2017 approved, subject to the approval of Members, the proposal for the appointment of Mr. Krishna Chaitanya Chava S/o. Dr. Satyanarayana Chava, CEO of the Company, as Asst. Vice President-Corporate Development with effect from April 15, 2017 with a salary of ₹ 60 lacs per annum (Cost to Company-CTC) along with other benefits as per eligibility to the cadre of Asst. Vice President. His performance will be subject to appraisal of the Management like any other employee of his cadre.

The credentials of Mr. Krishna Chaitanya Chava are as follows:

Mr. Krishna Chaitanya has completed his Bachelor of Engineering from Birla Institute of Technology & Science (BITS) Pilani, Dubai, in the year 2012. He has also completed his Master of Science from North Carolina State University, USA in 2013. He has also completed his Master of Business Administration (MBA) from Indian School of Business (ISB), Hyderabad recently.

Mr. Chaitanya has worked for about three years in Dr. Reddy's Laboratories Ltd., Hyderabad in Domestic Formulations Strategy, during March 2014 to December 2016. He has also gained hands on experience during his studies such as Organizing Head, Comsol Workshop, BITS Pilani, Dubai; Intern, Microsol International, Fujairah, UAE; Intern, Lotus Paints, Buraimi, Oman; and President, Linux Users Group, BITS Pilani, Dubai, UAE.

Mr. Chaitanya's appointment as Asst. Vice President-Corporate Development would benefit the Company immensely.

Since Mr. Krishna Chaitanya Chava is son of Dr. Satyanarayana Chava, Executive Director & CEO of the Company, this appointment would amount to be a Related Party Transaction in terms of the provisions of Companies Act, 2013 and Rules made thereunder and under SEBI (LODR) Regulations, 2015.

The Audit Committee has also reviewed and approved the appointment of Mr. Krishna Chaitanya under the compliance requirements of SEBI (LODR) Regulations, 2015.

Accordingly, your Directors recommend this resolution for your approval as an Ordinary Resolution under Section 188 and other applicable provisions of the Companies Act, 2013, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and under SEBI (LODR) Regulations, 2015.

Except Dr. Satyanarayana Chava, CEO of the Company, and his relatives, none of the Directors or Key Managerial Personnel or relatives of Directors and Key Managerial Persons are concerned or interested in this resolution.

**Item No.12:**

Mr. Chandrakanth Chereddi is a whole-time Director of the Company since August 9, 2016. Prior to that, he was working as Senior Vice President – Synthesis of our Company. He has been associated with our Company since February 10, 2012. He holds a bachelors degree in Engineering (Computer Science and Engineering) from Osmania University and a masters degree in Science in Electrical and Computer Engineering from the University of Illinois. He has also completed the post graduate program in Management from the Indian School of Business, Hyderabad. He has over nine years of experience in the field of project management. Prior to joining our Company, he was an associate with McKinsey & Company.

When he was appointed as Executive Director in August 2016, his remuneration was not revised and he has been drawing almost the same remuneration what he used to draw earlier in his capacity as Senior Vice President-Synthesis which does not commensurate with his new role and responsibilities as an Executive Director.

In view of the above, the Board of Directors of the Company in their Meeting held on May 18, 2017 have approved, subject to the approval of the Shareholders, to increase his remuneration as stated in the Resolution in Item No. 12 with effect from April 1, 2017 for the balance period of his current term on the recommendation of the Nomination and Remuneration Committee.

Except Mr. Chandrakanth being an Executive Director and Dr. Satyanarayana Chava, CEO of the Company, who is a relative of Mr. Chandrakanth within the meaning of Companies Act, 2013 and their relatives, none of the Directors, managers and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.12.

The Board recommends the resolution in relation to increase of remuneration of Mr. Chandrakanth, Whole-time Director, for the approval by the shareholders of the Company.

**Item Nos.13-15:**

The Nomination and Remuneration Committee (NRC) in its Meeting held on May 18, 2017 recommended to the Board that since the Executive Directors are responsible for the functioning of entire Group but not for Laurus Labs alone, going forward it would be more appropriate to revise the Bonus terms based on the consolidated financials but not on the standalone financials. The Board approved the recommendation of NRC and recommended to the shareholders to change the terms of payment of Bonus to the Executive Directors from standalone EBITDA to consolidated EBITDA. While there is a separate resolution on the remuneration of Mr. Chandrakanth Chereddi which has taken care of this aspect, for the rest of the Executive Directors, namely Dr. Satyanarayana Chava, Dr. Raju Srihari Kalidindi and Mr. V. V. Ravi Kumar, these resolutions are being placed for the approval of the shareholders.

The Board recommends the resolutions in relation to change of terms of payment of Bonus in respect of three executive directors for the approval by the shareholders of the Company.

Except Dr. Satyanarayana Chava, CEO of the Company, Dr. Raju Srihari Kalidindi, Executive Director and Mr. V. V. Ravi Kumar, Executive Director, and their respective relatives (who are concerned or interested with their respective resolutions), none of the Directors, managers and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolutions set out in Item Nos. 13 to 15.

**Item No.16:**

Dr. M. Venu Gopala Rao (DIN 00012704) was appointed as an Additional Director on the Board of the Company by the Board of Directors with effect from May 18, 2017, pursuant to Section 161 (1) of the Companies Act, 2013 and holds office up to the date of this Annual General Meeting. He was also appointed as Non-Executive Chairman of the Board for a period of one year.

A brief profile of Dr. M. Venu Gopala Rao along with other details such as the nature of his expertise in specific functional areas, name of companies in which he holds directorships and membership/chairmanships of Board Committees and shareholding in the Company as stipulated under SEBI (LODR) Regulations, 2015 are provided in the Report on Corporate Governance forming part of the Annual Report.

In terms of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the rules and regulations issued thereunder, each as amended, (the "Companies Act") and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Dr. M. Venu Gopala Rao, being eligible, is proposed to be appointed as an independent director for a period of

5 consecutive years from May 18, 2017 to May 17, 2022. In the opinion of the Board, Dr. Rao fulfils the conditions specified in the Companies Act and the rules made thereunder for his appointment as an independent director of the Company and is independent of the management.

The Company is in receipt of a notice from a shareholder along with the requisite deposit of ₹ 1 lakh (Rupees one lakh only) proposing Dr. M. Venu Gopala Rao for the position of Independent Director.

The Board recommends the resolution in relation to appointment of Dr. M. Venu Gopala Rao as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. M. Venu Gopala Rao, being an appointee, none of the Directors, managers and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 16.

**Item No.17:**

Dr. Ravindranath Kancherla (DIN 00117940) was appointed as an Additional Director on the Board of the Company by the Board of Directors with effect from May 18, 2017, pursuant to Section 161 (1) of the Companies Act, 2013 and holds office up to the date of this Annual General Meeting.

A brief profile of Dr. Ravindranath Kancherla along with other details such as the nature of his expertise in specific functional areas, name of companies in which he holds directorships and membership/chairmanships of Board Committees and shareholding in the Company as stipulated under SEBI (LODR) Regulations, 2015 are provided in the Report on Corporate Governance forming part of the Annual Report.

In terms of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the rules and regulations issued thereunder, each as amended, (the "Companies Act") and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 Dr. Ravindranath Kancherla, being eligible, is proposed to be appointed as an independent director for a period of 5 consecutive years from May 18, 2017 to May 17, 2022. In the opinion of the Board, Dr. Ravindranath Kancherla fulfils the conditions specified in the Companies Act and the rules made thereunder for his appointment as an independent director of the Company and is independent of the management.

The Company is in receipt of a notice from a shareholder along with the requisite deposit of ₹ 1 lakh (Rupees one lakh only) proposing Dr. Ravindranath Kancherla for the position of Independent Director.

The Board recommends the resolution in relation to appointment of Dr. Ravindranath Kancherla as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. Ravindranath Kancherla, being an appointee, none of the Directors, managers and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 17.

**Item Nos.18-19:**

The Company has approved two Employee Stock Option Schemes known as Laurus Employee Stock Option Scheme, 2011 (ESOP Scheme 2011) in 2011 and Laurus Labs Employee Stock Option Scheme, 2016 (ESOP Scheme 2016) in April 2016 under which Stock Options have been granted by the Company to its employees etc.

However, the Company has completed its Public Issue in December 2016 and therefore these ESOP Schemes of the Company are covered by Regulation 12 of SEBI (Share Based Employee Benefits) Regulations, 2014 (SBEB Regulations). As per Regulation 12 of SBEB Regulations, no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any Schemes formulated prior to its IPO and prior to the listing of its equity shares (Pre-IPO Scheme) unless (i) such pre-IPO scheme is in conformity with SBEB Regulations; and (ii) such pre-IPO scheme is ratified by its shareholders subsequent to IPO.

In view of this Regulation 12 of SBEB Regulations, as stated above, these two schemes are being placed before the shareholders for their ratification in terms of Regulation 12 of SBEB Regulations. These Schemes are in conformity with SBEB Regulations and the Company has not granted any fresh grant of options to employees as on date after public issue.

The outstanding options (including both granted and under common pool) under these schemes as on date are 9,35,000 under ESOP Scheme 2011 and 12,00,000 under ESOP Scheme 2016. These outstanding options have already been adjusted to the Corporate Action namely Bonus issue of Equity Shares in the ratio of 3:1 in July 2016. While the exercise price under ESOP Scheme 2011 is ₹ 10/- per option, the exercise price under ESOP 2016 Scheme is 25% less than the market value of the shares as on the date of Grant of Options.

Both Schemes, namely ESOP Scheme 2011 and ESOP Scheme 2016 shall be implemented and administered directly by the Company and the Company shall conform to the accounting policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Explanation as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014:

(a) The total number of stock options granted/to be granted	ESOP 2011-9,35,000, ESOP 2016-12,00,000
(b) Identification of classes of employees entitled to participate in the ESOP Scheme	As per the Schemes
(c) The appraisal process for determining the eligibility of employees to the ESOP Scheme	To be decided by the Nomination and Remuneration Committee
(d) The requirements of vesting and period of vesting	As per the Schemes
(e) The maximum period within which the option shall be vested (under both schemes)	4 Years
(f) The Exercise Price or the formula for arriving at the same	ESOP 2011 : ₹ 10 per Option ESOP 2016: 25% less than the Fair Market Value of share as on the date of Grant of Option
(g) The exercise period and process of exercise	As per Schemes
(h) The lock-in period, if any	Nil
(i) The maximum number of options to be granted Per employee and in aggregate	As may be decided by the Committee
(j) The method which the company shall use to value its options	Fair Value Method
(k) The conditions under which options vested in Employees lapse e.g. in case of termination of Employment for misconduct	As per the Schemes
(l) The specific time period within which the Employees shall exercise the vested options In the event of a proposed termination of Employment or resignation of employee	As per the Schemes
(m) A statement to the effect that the Company Shall comply with the applicable Accounting Standards	The Company shall comply with the applicable Accounting Standards

Your Directors recommend these resolutions for your approval as Special Resolutions.

None of the Directors or Key Managerial Personnel or relatives of Directors and Key Managerial Persons are concerned or interested in this resolution except to the extent of Key Managerial Personnel who are entitled for Options under the Schemes.

By order of the Board  
Laurus Labs Limited

G. Venkateswar Reddy  
Company Secretary

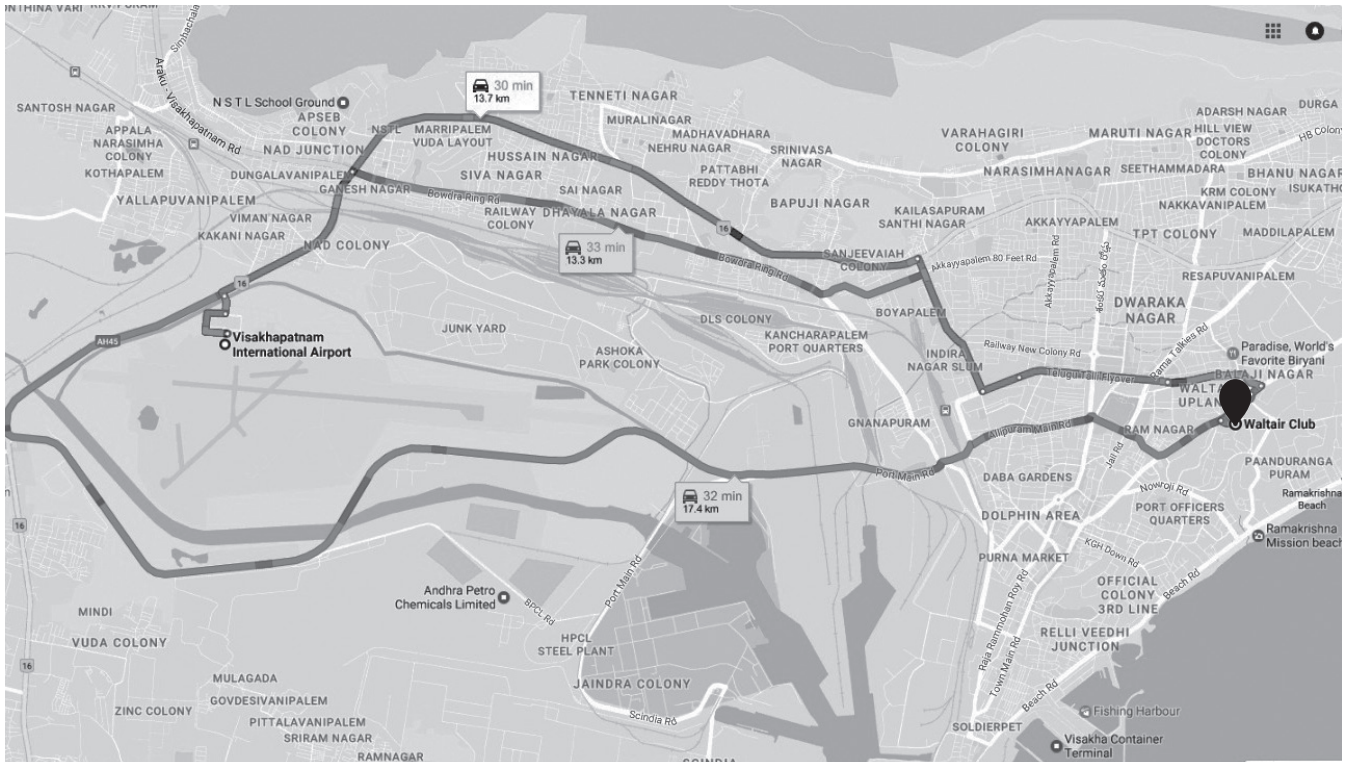
**Regd. Office:**

Plot No.21,  
Jawaharlal Nehru Pharma City,  
Parawada,  
Visakhapatnam – 531 021  
E-mail: secretarial@lauruslabs.com

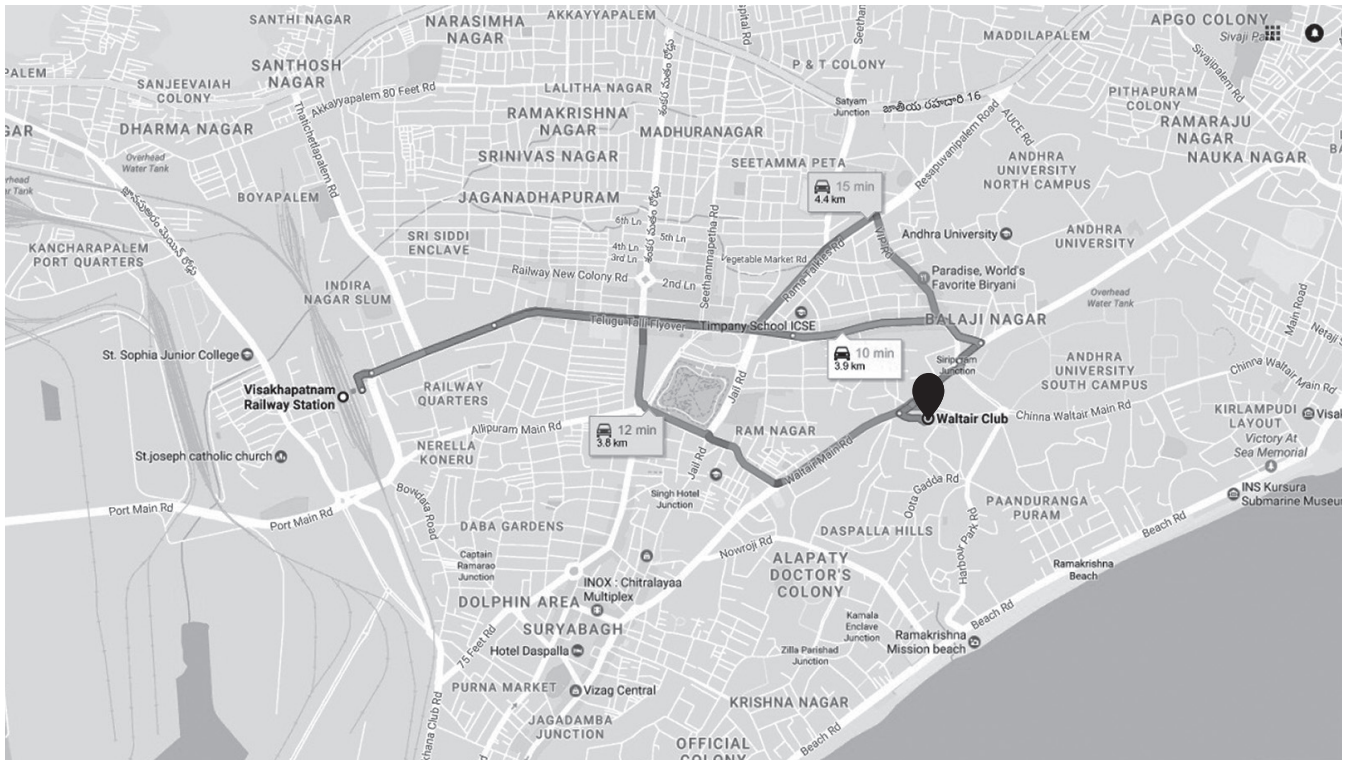
Place: Hyderabad  
Date: May 18, 2017

# Route Map

## Vizag Airport to Waltair Club



## Vizag Railway Station to Waltair Club



### Venue : Laurus Labs Limited

Oyster Hall, Waltair Club, Opposite Government Circuit House, Siripuram, Visakhapatnam – 530 003, Andhra Pradesh



**LAURUS LABS LIMITED**

**CIN: L24239AP2005PLC047518**

Registered Office: Plot No.21, Jawaharlal Nehru Pharma City, Visakhapatnam – 531 021

**Attendance Slip**

I/We ..... hereby record my/our presence at the 12th Annual General Meeting being held on Wednesday, July 12, 2017 at 10.30 AM at Waltair Club, Opp. Government Circuit House, Siripuram, Visakhapatnam – 530003.

Name of the shareholder/proxy\* ..... No. of shares held .....

Folio No.:
------------

Client Id:
------------

DP Id:
--------

Signature of Shareholder
--------------------------

\* Strikeout whichever is not applicable

Note:

1. Shareholder/Proxy intending to attend the meeting must bring the duly signed Attendance Slip to the Meeting and handover at the entrance.
2. Shareholder/Proxy should bring his/her copy of the Annual Report





**LAURUS LABS LIMITED**

CIN: L24239AP2005PLC047518

Registered Office: Plot No.21, Jawaharlal Nehru Pharma City, Visakhapatnam – 531 021

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: L24239AP2005PLC047518

Name of the Company: Laurus Labs Limited

Registered office: Plot No.21, Jawaharlal Nehru Pharma City, Parawada, Visakhapatnam – 531 021

Name of the member (s): .....

Registered address: .....

E-mail 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: .....

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company, to be held on Wednesday, July 12, 2017 at at 10.30 AM at Waltair Club, Opp. Government Circuit House, Siripuram, Visakhapatnam – 530003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	For	Against
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
11.		
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16.		
17.		
18.		
19.		

Signed this ..... day of ..... 2017

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

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Affix a  
₹1/-  
Revenue  
Stamp

Notes:

- 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.