



## 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 13th 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 – 530003, Andhra Pradesh at 3.00 p.m. on Thursday the 05th day of July, 2018, to transact the following business:

#### ORDINARY BUSINESS :

1. To consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, the reports of Board of Directors and Auditors thereon
2. To consider and adopt the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and report of Auditors thereon.
3. To declare dividend on equity shares of the Company for the Financial Year 2017-18.
4. To appoint a Director in place of Dr. Satyanarayana Chava (DIN 00211921) who retires by rotation and, being eligible, offers himself, for re-appointment.
5. To appoint a Director in place of Mr. V.V.Ravi Kumar (DIN 01424180) who retires by rotation and, being eligible, offers himself, for re-appointment.
6. 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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W–100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fourteenth (14th) Annual General Meeting to be held in 2019 to examine and audit the accounts of the Company for the financial year 2018-19 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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 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 2018-19 by the Board of Directors at a remuneration not exceeding 3,50,000/- (Rupees three 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:

##### 8. APPOINTMENT OF DR. VENKATA LAKSHMANA RAO CHUNDURU (DIN 06885453) AS DIRECTOR OF THE COMPANY

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

**“RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies Act, 2013 and any other applicable provisions, Dr. Venkata Lakshmana Rao Chundururu, who was appointed by the Board of Directors of the Company as an Additional Director on March 08, 2018 be and is hereby appointed as a Director of the Company who is liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Mr. Ravi Kumar V V, Executive Director & CFO and Mr. G. Venkateswar Reddy, Company Secretary be and are hereby severally authorized to make necessary entries in the statutory registers of the Company, sign and file necessary forms and documents with the jurisdictional Registrar of Companies and to do all other necessary acts and deeds with respect to appointment of Dr. Venkata Lakshmana Rao Chundururu.”

##### 9. APPOINTMENT OF DR. VENKATA LAKSHMANA RAO CHUNDURU (DIN 06885453) AS EXECUTIVE DIRECTOR OF THE COMPANY

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

**“RESOLVED THAT** pursuant to Section 196, 197 and Schedule V and all other applicable provisions, rules, schedules of the Companies Act 2013 Dr.Venkata Lakshmana Rao Chundurur, having Director Identification Number 06885453, be and is hereby appointed as whole-time director in the capacity and designation of Executive Director of the Company for a period of five (05) years effective from March 8, 2018 on the following remuneration terms and conditions:

- (a) Salary:  
The Executive Director’s aggregate salary shall be Rs. 9,000,000 (rupees nine 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 and the first due date for such increment shall be 1st April 2019).
- (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, 2018. For the sake of clarity, this section (c) shall also be applicable for the period from 8th March 2018 to 31st March 2018.
- (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.”

#### 10. LAURUS EMPLOYEES STOCK OPTION SCHEME 2018

To consider and, if thought fit, to pass the following resolutions 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), 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, under a Scheme titled “LAURUS LABS EMPLOYEE

STOCK OPTION SCHEME 2018” (hereinafter referred as the “ESOP Scheme, 2018” or “Scheme”), options exercisable into equity shares being not more than 300,000 equity shares of Rs.10 each of the Company at an exercise price of 25 % discount on the Fair Market Value of Share on the date of Grant of Options under ESOP Scheme 2018, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board/Committee in accordance with the provisions of the Companies Act 2013 or SBEB Regulations or other provisions of the laws as may be prevailing and applicable at that time, each option granted being exercisable for one equity share of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot Equity shares upon exercise of such options from time to time in accordance with ESOP Scheme, 2018 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 above ceiling of 300,000 stock options 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.”

#### **11. APPOINTMENT OF Dr. M. VENU GOPALA RAO AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT**, in supersession of the earlier ordinary resolution passed by the members at their 12th Annual General Meeting held on 12th July, 2017, and pursuant to the SEBI (LODR) Amendment Regulations, 2018, the appointment of Dr. M. Venu Gopala Rao as Non-Executive Independent Director of the Company for a period of five years (w.e.f.18.05.2017 as approved by the Members of

the Company in the previous annual general meeting of the Company held on 12th July 2017) be and is hereby approved by way of special resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary forms with the concerned authorities and to do all acts, deeds and things required to give effect to this Resolution”

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 31, 2018

#### **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 02, 2018 to July 05, 2018 (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 – 500032 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 13th Annual General Meeting and the Annual Report for 2017-18 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 13th 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 (a-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 02, 2018 to 5.00 p.m. on July 04, 2018.
  - 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. 29th June 2018.
  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. 29th June 2018 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 Nos. 8&9:**

Dr. Venkata Lakshmana Rao Chunduru was appointed as additional director under the Companies Act, 2013 on March 08, 2018, to hold office upto the date of this Annual General Meeting.

Pursuant to Articles of Association Dr. Venkata Lakshmana Rao Chunduru is being proposed to be appointed as director liable to retire by rotation.

Dr.Lakshmana Rao has joined in the Company in February 2007 and has been involved in formulating and executing the core strategy of your Company. He has several years of experience in quality control, quality assurance and regulatory affairs. Prior to joining the Company in February 2007, he was associated with Mayne Health Pty Ltd., Australia. Dr. Lakshmana Rao is not a relative of any of the existing directors of the Company.

None of the directors, except Dr. Venkata Lakshmana Rao Chunduru, is in any way concerned or interested in these resolutions. Hence, the board recommends to the members to pass these resolutions as ordinary resolutions.

#### Item No.10

In the past, the Company has approved two Employee Stock Option Schemes i.e. Laurus Employees Stock Option Scheme 2011 (ESOP 2011) and Laurus Employees Stock Option Scheme 2016 (ESOP 2016). Under ESOP 2011, only few Options are left and hence the Management has decided not to grant any options from ESOP 2011. Under ESOP 2016, 694,252 options have already been granted and 505,748 options are the balance available for grant to the employees.

The Company has more than 3,000 employees and most of them have joined last two to three years. In order to attract and retain the talented employees, ESOP Scheme is considered to be one of the best tools.

To achieve the above objectives, the balance options left in ESOP 2016 would not be sufficient. Therefore, the Board of Directors in their Meeting held on May 10, 2018 had resolved to initiate a new ESOP Scheme in addition to the ESOP 2016 Scheme and similar to ESOP 2016 Scheme to be known as Employee Stock Option Scheme, 2018 (ESOP 2018 Scheme). Under the proposed ESOP 2018 Scheme, it was proposed to issue 300,000 stock options to the eligible employees at an exercise price of a 25 % discounted price over the Fair Market Value of the share of the Company at the time of granting options. The ESOP 2018 Scheme 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 to be granted	300,000
(b) Identification of classes of employees entitled to Participate in the ESOP Scheme	As per the Scheme
(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 Scheme
(e) The maximum period within which the option shall be vested	4 Years
(f) The Exercise Price or the formula for arriving at the same	25 % less than the Fair Market Value of share as on the date of Grant
(g) The exercise period and process of exercise	As per Scheme
(h) The lock-in period, if any	Nil
(i) The maximum number of options to be granted Per employee and in aggregate	5,000 and 300,000
(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 Scheme
(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 Scheme
(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

A copy of the Scheme is available at the Corporate Office of the Company for inspection by the members.

Your Directors recommend this resolution for your approval as a Special Resolution.

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**

As per SEBI (LODR) Amendment Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Dr. M. Venu Gopala Rao, 77 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years with effect from May 18, 2017, in the 12th Annual General Meeting of the Company held on July 12, 2017. Dr. MVG Rao was granted with a B.Sc (Hons) in Chemical Engineering from the Andhra University. He also holds a post-graduation degree in Pulp and Paper Technology from the Forest Research Institute, Dehradun. Dr. Rao has a rich and varied industry experience in the Pulp and Paper and Bulk Drug industries. Dr. Rao was the Founder Chairman and Managing Director of Veera Laboratories, an USFDA approved Bulk Drug Manufacturing Unit which got merged with Matrix Laboratories Limited (currently Mylan Laboratories). He is the director on various Boards of Navabharat group of companies and also member and chairman of various committees in these companies. The Board of Directors of your Company appointed him as Chairman of the Board for a period of two years in their meeting held on May 10, 2018. The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices.

None of the directors, except Dr. MVG Rao, is in any way concerned or interested in this resolution. Hence, the board recommends to the members to pass this resolution as Special Resolution.

By order of the Board  
**Laurus Labs Limited**

**G. Venkateswar Reddy**  
Company Secretary

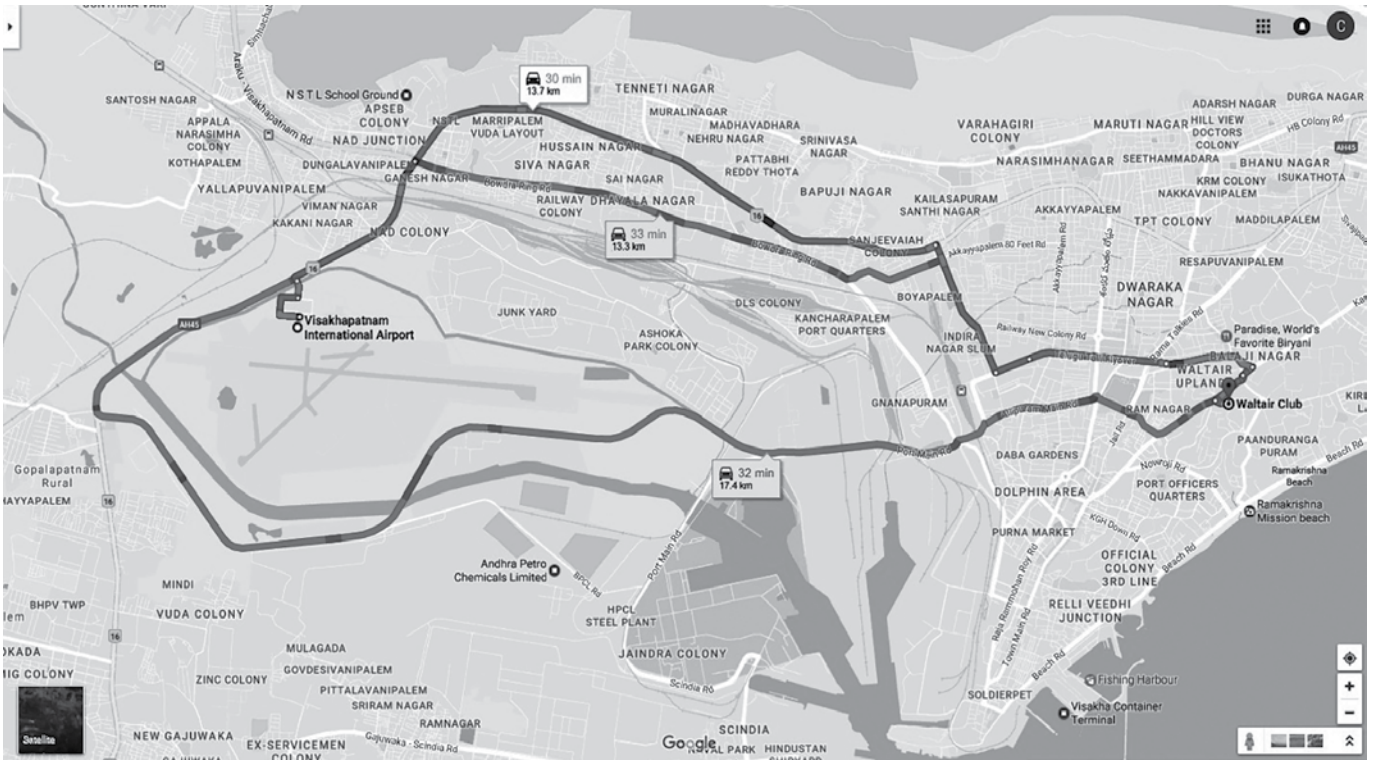
**Regd. Office:**

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

Place: Hyderabad  
Date: May 31, 2018

# ROUTE MAP FOR THE VENUE OF 13TH ANNUAL GENERAL MEETING

Vizag Airport to Waltair Club



Vizag railway Station to Waltair Club







**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 13th Annual General Meeting being held on Thursday, July 05, 2018 at 3.00 PM at Waltair Club, Opp. Government Circuit House, Siripuram, Visakhapatnam – 530003.

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

Folio No.:
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DP Id:
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Client Id:
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Signature of Shareholder	
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\* 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: .....

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

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 13th Annual General Meeting of the Company, to be held on Thursday, July 05, 2018 at 3.00 PM 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.		

Signed this ..... day of ..... 2018

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.