

## NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of Emcure Pharmaceuticals Limited will be held on Tuesday, 28<sup>th</sup> August, 2018 at 11.00 am at the Corporate Office of the Company at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
  - a) the Audited Standalone Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2018 together with the reports of the Board of Directors and Auditors thereon.
  - b) the Audited Consolidated Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2018 together with the report of the Auditors thereon.
2. To confirm payment of Interim dividend and declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Dr. Mukund Gurjar (DIN: 00026843), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.

### SPECIAL BUSINESS:

4. Appointment of Mr. Samonnoi Benrjee (DIN: 06874206) as a Director of the Company

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

### Emcure Pharmaceuticals Limited

**Registered Office** : Emcure House, T-184, M.I.D.C., Bhosari, Pune - 411026, INDIA  
Phone Nos. : + 91 20 - 27120084, 30610000, 40700000 Fax No.: 91 20 - 30610111  
E-mail : corporate@emcure.co.in Website : www.emcure.com CIN : U24231PN1981PLC024251

**“RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Samonnoi Banerjee (DIN - 06874206), who was appointed as an Additional Director of the Company by passing a resolution by circulation with effect from 8<sup>th</sup> January, 2018 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee as well as the Board of Directors of the Company and a notice from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation”.

**5. Re-appointment of Mr. Sunil Mehta (DIN: 00118469) as Whole-Time Director for a period of 5 years:**

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

**“RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the consent of the Shareholders be and is hereby accorded to the re-appointment of Mr. Sunil Mehta (DIN: 00118469) as Whole-time Director of the Company for a period of five (5) years with effect from 5<sup>th</sup> June, 2018 on a remuneration to be paid and provided and on the terms and conditions as set out in the Explanatory Statement attached hereto.”

**“RESOLVED FURTHER THAT** the consent of the shareholders be accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to vary, alter, increase, enhance or widen the terms and conditions of appointment and the remuneration payable to the appointee, from time to time, as they may in their discretion deem fit within the limits laid down in Section 197 and all other applicable provisions of the Act including any statutory modification or re-enactment thereof for the time being in

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force, and the rules framed thereunder read with Schedule V of the Act and subject to the requisite approvals, if necessary, being obtained.”

“**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the appointee, the remuneration being paid as the minimum remuneration by way of salary, perquisites and other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Act.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**6. Ratification of remuneration payable to Cost Auditors for the Financial Year 2018-19:**

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(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 5,25,000 (Rupees Five Lacs and Twenty Five Thousand Only) excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31<sup>st</sup> March, 2019 as approved by the Board of Directors of the Company to be paid to M/s B.M Sharma & Co., Cost Accountants for the conduct of the cost audit of cost records of the Company, be and is hereby ratified and confirmed.”

**Emcure Pharmaceuticals Limited**

7. **Authority to the Nomination and Remuneration Committee under the Employee Stock Option Scheme 2013 (EMCURE ESOS 2013):**

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

“**RESOLVED THAT** the consent of the shareholders be and is hereby granted to the Nomination and Remuneration Committee, at its sole discretion, from time to time, to settle the vested options in cash or allow exercise of options before listing in accordance with Clause 8.5 of the Employee Stock Option Scheme 2013 (EMCURE ESOS 2013) (as amended)”.

**Registered Office:**

Emcure House, T-184,  
M.I.D.C, Bhosari,  
Pune- 411026(Maharashtra)

Place: Pune

Date: 24<sup>th</sup> July, 2018

**By Order of the Board**

**For Emcure Pharmaceuticals Limited**



**Sanjay Kumar Chowdhary**

**Company Secretary**

**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 a proxy need not be a member of the company. The proxy form in the format enclosed with this notice duly completed must reach the registered office of the company not less than forty-eight hours before the time appointed for holding the meeting.
2. A person can act as proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. A proxy may not vote except on a poll.

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3. At the 36<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> August, 2017, the members approved appointment of M/s BSR & Co. LLP, Chartered Accountants (FRN 101248-W/W-100022) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 21<sup>st</sup> August, 2018 to Tuesday, 28<sup>th</sup> August, 2018 (both days inclusive) in accordance with Section 91 of the Companies Act, 2013 for ascertaining the names of the shareholders to whom the dividend which if declared at the AGM is payable. In respect of shares held in electronic form, the dividend will be payable on the basis of the beneficial ownership as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd., for this purpose.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. 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.
7. Members are requested to inform the Company of any changes in their address quoting their Folio Numbers and to their respective depository participants, in case shares are held in electronic mode.
8. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately:
  - (a) The change in the residential status on return to India for permanent settlement.
  - (b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
9. Under section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. The Company has no unpaid or unclaimed Dividend.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
11. Members may note that the Notice of the Annual General Meeting is available on the Company's website [www.emcure.com](http://www.emcure.com).

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12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

**Registered Office:**

Emcure House, T-184,  
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Pune- 411026(Maharashtra)

Place: Pune

Date: 24<sup>th</sup> July, 2018

**By Order of the Board**

**For Emcure Pharmaceuticals Limited**



**Sanjay Kumar Chowdhary**

**Company Secretary**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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### **Item No. 4**

BC Investments IV Limited (BC Investments) proposed the name of Mr. Samonnoi Banerjee (Investor Director) to be appointed as nominee of BC Investments in place of Mr. Amit Chandra, who had resigned w.e.f. 8<sup>th</sup> January, 2018. Hence, pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder and the letter dated 8<sup>th</sup> January, 2018 received from BC Investments, the Company had appointed Mr. Samonnoi Banerjee as an Additional Director of the Company with effect from 8<sup>th</sup> January, 2018. The term of his appointment as an Additional Director is only up to the date of this Annual General Meeting (AGM).

The Company has received recommendation from the Nomination and Remuneration Committee as well as Board of Directors of the Company and a notice from a member proposing his candidature for the office of Director.

Mr. Banerjee is the Managing Director of Bain Capital Advisors (India) (Bain Capital). Prior to joining Bain Capital, he was an Engagement Manager at McKinsey & Company and led teams in the healthcare industry.

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Your Board recommends the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Banerjee as Director, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Banerjee, being an appointee, is concerned or interested, financially or otherwise, in the resolution set out in the notice.

## **Item No. 5**

Mr. Sunil Mehta is a graduate in Commerce from the Pune University and holds a masters diploma in Business Administration from the Institute of Management Development and Research, Pune. He has been associated with the Company since October 1983 as a part of the Promoter Group. Since his association with the Company, he has contributed to the growth of the Company.

Mr. Sunil Mehta was appointed as Whole-time Director for a period of five years with effect from 5<sup>th</sup> June, 2013 to end on 4<sup>th</sup> June, 2018.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("the Board") at its meeting held on 26<sup>th</sup> April, 2018 re-appointed Mr. Sunil Mehta ("Mr. Mehta") (DIN: 00118469) as Whole-time Director for a further period of five (5) years with effect from 5<sup>th</sup> June, 2018 to 4<sup>th</sup> June, 2023, liable to retire by rotation, subject to the approval of the shareholders at the Annual General Meeting of the Company.

The particulars of the terms and conditions of appointment are as under:

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The Board recommends the passing of the Ordinary Resolution as set forth in Item No. 5 of the accompanying notice for approval of the members.

Except, Mr. Sunil Mehta, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

## **Item no. 6**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a Firm of Cost Accountants in practice as a Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders of the Company.

On recommendation of Audit Committee at its meeting held on 24<sup>th</sup> July, 2018, the Board has considered and approved appointment of M/s B.M. Sharma & Co., Cost Accountants for the conduct of the cost audit of the cost records of the Company at a remuneration of Rs. 5,25,000 (Rs. Five Lakhs Twenty Five Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31<sup>st</sup> March 2019.

The resolution at Item No. 6 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

## **Item no. 7**

The Company has an ESOP scheme namely Employee Stock Option Scheme 2013 (the Scheme). Pursuant to the said scheme, the company issues stock options to the employees of the company/ its subsidiaries from time to time.

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Clause 8.5 of the scheme provides that if the IPO does not happen within 2 years from the date of grant, then the Nomination and Remuneration Committee, at its sole discretion and subject to the prior approval of the shareholders, may settle the vested options in cash or allow exercise of options before listing at a price arrived at by an independent valuer.

Since the IPO has not happened so far, it was proposed that the shareholders' approval be obtained as envisaged in Clause 8.5 of the scheme, in order to enable the Nomination and Remuneration Committee to be able to settle the vested options in cash or allow exercise of options before listing.

The resolution at Item No. 7 of the Notice is set out as an Ordinary Resolution for approval of members.

Except Mr. Satish Mehta and Mrs. Namita Thapar to the extent of stock options held by their relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the resolution for the approval of the members.

**Registered Office:**

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Pune- 411026(Maharashtra)

**By Order of the Board**

**For Emcure Pharmaceuticals Limited**



**Sanjay Kumar Chowdhary**

**Company Secretary**

Place: Pune

Date: 24<sup>th</sup> July, 2018

**Emcure Pharmaceuticals Limited**

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**DETAILS OF DIRECTORS AS PER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM):**

<b>Name of the Director</b>	<b>Mr. Sunil Mehta</b>	<b>Dr. Mukund Gurjar</b>	<b>Mr. Samonnoi Banerjee</b>
<b>Age (Yrs.)</b>	55 Years	65 Years	42 Years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of first Appointment on the Board</b>	5 <sup>th</sup> June, 2013	23 <sup>rd</sup> July, 2001	8 <sup>th</sup> January, 2018
<b>Relationship with other Directors of the Company</b>	None	None	None
<b>Area of Expertise</b>	Capex Projects	Research and Development	Management and Corporate Strategy.
<b>Qualifications</b>	Graduate in Commerce from the Pune University and a post graduate (diploma) in Business Administration from the Institute of Management Development and Research, Pune	He is a graduate, a post graduate and Ph.D. in Chemistry. He also holds a second Ph. D. degree in Chemistry from the London University, United Kingdom as well as a post-doctoral fellowship from Toronto, Canada	MBA from The Wharton School of the University of Pennsylvania. He graduated with MS in Economics and a BS in Chemical Engineering from BITS Pilani, Mumbai.
<b>Experience</b>	33 years	40 Years	20 years
<b>Directorships held in other Companies*</b>	Gennova Biopharmaceuticals Limited	None	Colour Advisors India Private Limited

**Emcure Pharmaceuticals Limited**

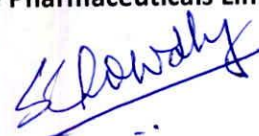
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<b>Chairman/ Member in the Committees of the Boards of other Companies in which he is Director*</b>	<b>Chairman:</b> NIL  <b>Member:</b> - Audit Committee - Nomination and Remuneration Committee - Corporate Social Responsibility Committee	<b>Chairman:</b> NIL  <b>Member:</b> Nil	<b>Chairman:</b> NIL  <b>Member:</b> Nil
<b>No. of Board Meetings attended during FY 2017-18</b>	5 out of 6	5 out of 6	2 out of 6
<b>No. of Shares held in the Company as on 31/03/18 and % of Paid-up Share Capital</b>	1,10,85,012 (6.13)	2,95,716 (0.16%)	NIL

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Pune- 411026(Maharashtra)

**By Order of the Board  
For Emcure Pharmaceuticals Limited**



**Sanjay Kumar Chowdhary  
Company Secretary**

Place: Pune

Date: 24<sup>th</sup> July, 2018

**Emcure Pharmaceuticals Limited**

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**ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING**



**Annual General Meeting Venue:**

**Emcure Pharmaceuticals Limited**

**Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057.**

**ATTENDANCE SLIP**

**EMCURE PHARMACEUTICALS LIMITED**

CIN: U24231PN1981PLC024251

**Registered Office:** Emcure House, T-184, M.I.D.C., Bhosari, Pune- 411026

Phone: 020-30610000, 40700000, E-mail id: [company.secretary@emcure.co.in](mailto:company.secretary@emcure.co.in),

Website: [www.emcure.com](http://www.emcure.com)

**37<sup>TH</sup> ANNUAL GENERAL MEETING – 28<sup>th</sup> August, 2018**

Name of the Beneficial Owner: \_\_\_\_\_

Registered Folio No. /DP ID No. /Client ID No.: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I / We certify that I/ We am/are a member/proxy for the member of the Company.

I/We hereby record my / our presence at the 37<sup>th</sup> Annual General Meeting of the Company held on **Tuesday, 28<sup>th</sup> August, 2018** at Corporate Office of the Company at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 at **11.00 A.M.**

.....  
Name of attending Member/Proxy

.....  
Member's/Proxy's Signature

(To be signed at the time of handing over this slip)

**Note:**

1. Sign this attendance slip and hand it over at the Annual General Meeting venue.
2. Bodies corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. In case of shares held in Demat/Electronic Form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDSL.
4. The map to reach the AGM venue is given overleaf.

**EMCURE PHARMACEUTICALS LIMITED**

**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: U24231PN1981PLC024251

Name of the Company: Emcure Pharmaceuticals Ltd.

Registered office: Emcure House, T-184, MIDC, Bhosari, Pune-411026

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual General Meeting of the Company, to be held on 28th day of August 2018 at 11.00 a.m. at the Corporate office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Particulars	For	Against	Abstain
1	a. Approval of Standalone financial statements. b. Approval of Consolidated financial statements.			
2	Confirmation of Interim dividend and Declaration of final Dividend on Equity shares for the FY 2017-18.			
3	To appoint a Director in place of Dr. Mukund Gurjar (DIN: 00026843), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013			
4	Appointment of Mr. Samonnoi Benrjee (DIN: 06874206) as a Director of the Company			
5	Re-appointment of Mr. Sunil Mehta (DIN: 00118469) as Whole-Time Director for a period of 5 years.			
6	Ratification of remuneration payable to Cost Auditors for the Financial Year 2018-19.			
7	Authority to the Nomination and Remuneration Committee under the Employee Stock Option Scheme 2013 (Emcure ESOS 2013).			

**(Please indicate the manner in which you want the proxy to vote on your behalf by putting a tick mark against your choice in respect of each resolution)**

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

Signature of shareholder

Signature of proxy holder(s)

Affix Revenue Stamp
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