Dear Member(s),

Notice is hereby given that an Extraordinary General Meeting of the Members of Emcure Pharmaceuticals Limited will be held at the Registered Office of the Company at ‘Emcure House’, T-184, M.I.D.C. Bhosari, Pune-411026, on Tuesday, 22nd March, 2016 at 11:00 a.m. to transact the following business.

1. Increase in the authorised share capital of the Company

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, the authorised share capital of the Company be and is hereby increased to Rs. 200,00,00,000 (Rupees Two hundred crores only) divided into 20,00,00,000 (Twenty Crores only) equity shares of Rs. 10 (Rupees ten only) each, from Rs. 120,00,00,000 (Rupees One Hundred Twenty crores only) divided into 12,00,00,000 (Twelve crores only) equity shares of Rs. 10 (Rupees ten only) each, by way of creation of additional 8,00,00,000 (Eight crores only) equity shares of Rs. 10 (Rupees ten only) each, aggregating to Rs. 80,00,00,000 (Rupees Eighty crores only).”

2. Alteration of the Capital Clause of the Memorandum of Association

To consider, and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V. The Authorised share capital of the Company is Rs. 200,00,00,000 (Rupees Two hundred crores only) divided into 20,00,00,000 (Twenty Crores only) equity shares of Rs 10 (Rupees ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or any committee constituted by the Board be and is hereby authorised to do all

Emcure Pharmaceuticals Limited
Registered Office : Emcure House, T-184, M.I.D.C., Bhosari, Pune - 411 026, INDIA
Phone Nos. : + 91 20 - 27120084, 30610000, 40700000 Fax No. : 91 20 - 30610111
E-mail : corporate@emcure.co.in  Website : www.emcure.co.in  CIN : U24231PN1981PLC024251
such acts, deeds, matters and things including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

3. Alteration of the Articles of Association

To consider, and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, the Interpretation of "Amount of Capital" under Article 2 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

"Amount of Capital" : The authorised share capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be, from time to time, conferred by the Regulations of the Company, and the Company may, in its general meeting, from time to time, increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidate or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and the Companies Act, 2013 and the rules issued thereunder and vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee constituted by the Board be and is hereby authorised to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

4. Approval for the Issue of Bonus Shares

To consider, and, if thought fit, to pass the following resolution as a Special resolution:

"RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 read with the relevant rules there under, the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the..."
Board of Directors of the Company (hereinafter referred to as ‘the Board’), and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalisation of such sum standing to the credit of the securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs 10 (Rupees ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 3 (three) equity share for every 1 (one) existing equity share held by the Members.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of the bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to non-resident Indians (NRIs), persons of Indian origin (PIO) / overseas corporate bodies (OCBs) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT the Board or any committee of the Board be and is hereby authorised to make appropriate adjustments due to the issue of bonus shares as aforesaid, to the stock options which have been granted to the employees of the Company under its Employees Stock Option Plan 2013.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the ‘record date’, save and except that they shall not be entitled to any dividend that may be declared before the ‘record date’.
RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all other steps as may be necessary to give effect to this resolution and determine, administer, supervise, implement, alter and modify all other terms and conditions of the issue of bonus shares as the Board may, in its absolute discretion, deem fit."

Registered office:
'Emcure House', T-184, M.I.D.C. Bhosari, Pune-411026
29th January, 2016

by order of the Board of Directors
for Emcure Pharmaceuticals Limited
Sd/-
Pulak Banerjee
Company Secretary

Notes
1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Company has fixed Monday, 21st March, 2016 as the "Record Date".
3. All the material documents referred to in the Explanatory Statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Monday, 21st March, 2016.
EXPLANATORY STATEMENT  
(Pursuant to Section 102(1) of the Companies Act, 2013)

Item nos. 1, 2, 3 and 4

The Directors at their meeting held on 29th January, 2016 recommended a bonus issue of 3 (Three) equity shares for every 1 (one) existing equity share held as on the record date fixed for this purpose. The Company’s present paid up share capital is Rs. 45.21 Crores and its free reserves are Rs. 812.35 crores. In order to reward the shareholders for the continued good performance by the Company and to increase the liquidity of the stock, when listed, issue of Bonus Shares in the ratio of 3:1 to the shareholders of the Company is recommended.

Presently, the authorised share capital of your Company is Rs. 120,00,00,000 (One Hundred twenty crores only) divided into 12,00,00,000 (Twelve crores only) Equity Shares of Rs. 10 (Rupees ten only) each. The issue of bonus shares as aforesaid would require that the authorised capital of the Company be increased to Rs. 200,00,00,000 (Rupees Two hundred crores only) divided into 20,00,00,000 (Twenty crores only) Equity Shares of Rs. 10 (Rupees ten only) each and consequential amendments to the existing Clause V of the Memorandum of Association and Article 2 of the Articles of Association of the Company. The bonus issue of equity shares, increase in the authorised capital and alteration of the relevant clauses of the Memorandum and Articles of Association of the Company are subject to the approval of the Members in terms of Sections 13, 14, 61 and 63 and other applicable provisions of the Companies Act, 2013 as well as any other applicable statutory and regulatory approvals.

Accordingly, the Resolutions set forth in Item Nos. 1, 2, 3 and 4 of the Notice seeks the approval of the Members for capitalisation of the amount standing to the credit of Securities premium account/Free Reserves of the Company and issue of bonus shares on the terms and conditions as set out in Resolution No. 4, and also seeks the approval of the Members for consequential amendments to the relevant Clauses of the Memorandum and Articles of Association of the Company.

No director, key managerial personnel and their relatives are, in any way, concerned or interested in the Resolutions set forth in Item Nos. 1, 2, 3 and 4 of the Notice except to the extent of their shareholding and outstanding stock options in the Company.
The Board recommends the Resolutions set forth in Item Nos. 1, 2, 3 and 4 for the approval of the Members.

Registered office:
‘Emcure House’, T-184,
M.I.D.C. Bhosari, Pune-411026

29th January, 2016

by order of the Board of Directors
for Emcure Pharmaceuticals Limited

Sd/-
Pulak Banerjee
Company Secretary