

## NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of Emcure Pharmaceuticals Limited will be held on Monday, 19<sup>th</sup> August, 2019 at 10.00 a.m. 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, 2019 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, 2019 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, 2019.
3. To appoint a Director in place of Mr. Sunil Mehta (DIN: 00118469), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.

### **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

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## SPECIAL BUSINESS:

### 4. Re-appointment of Mrs. Namita Thapar (DIN: 05318899) 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 the provisions of 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 Mrs. Namita Thapar (DIN: 05318899) as Whole-time Director of the Company for a period of five (5) years with effect from 28<sup>th</sup> July, 2019 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 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

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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.”

5. **Re-appointment of Mr. Humayun Dhanrajgir as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Humayun Dhanrajgir (DIN: 00004006), who was appointed as an Independent Director at the Annual General meeting of the Company held on 28<sup>th</sup> July, 2014 and holds office up to 27<sup>th</sup> July, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 consecutive years commencing with effect from 28<sup>th</sup> July, 2019 up to 27<sup>th</sup> July, 2022”.

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## 6. Re-appointment of Mr. Berjis Desai as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Berjis Desai (DIN: 00153675), who was appointed as an Independent Director at the Annual General meeting of the Company held on 28<sup>th</sup> July, 2014 and holds office up to 27<sup>th</sup> July, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 consecutive years commencing with effect from 28<sup>th</sup> July, 2019 up to 27<sup>th</sup> July, 2022”.

## 7. Re-appointment of Mr. Shreekant Bapat as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Shreekant Bapat (DIN: 00621568), who was appointed as an Independent Director at the Annual General meeting of the Company held on 28<sup>th</sup> July, 2014 and holds office up to 27<sup>th</sup> July, 2019 and who is eligible for re-appointment and

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who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 consecutive years commencing with effect from 28<sup>th</sup> July, 2019 up to 27<sup>th</sup> July, 2022”.

## **8. Ratification of remuneration payable to Cost Auditors for the Financial Year 2019-20:**

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.7,00,000/- (Rupees Seven Lakh Only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31<sup>st</sup> March, 2020 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.”

**Registered Office:**

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

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

Sd/-  
**Sanjay Kumar Chowdhary  
Company Secretary**

Place: Pune

Date: 18<sup>th</sup> July, 2019

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## 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.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 12<sup>th</sup> August, 2019 to Monday, 19<sup>th</sup> August, 2019 (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.
4. 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.
5. 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.
6. 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.
7. 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:

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- (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.
8. 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.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. The relevant details/disclosures as required under the secretarial standard on general meetings issued by Institute of Company Secretaries of India are also annexed.
10. 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)
11. 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:**

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

Sd/-  
**Sanjay Kumar Chowdhary  
Company Secretary**

Place: Pune

Date: 18<sup>th</sup> July, 2019

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

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This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure in accordance with the Secretarial Standard on General Meetings (SS-2) of ICSI

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**Item No. 4**

Mrs. Namita Thapar joined the Company as Chief Financial Officer in the year 2006. Later on, she was appointed as a Whole-time Director for a period of five years with effect from 28<sup>th</sup> July, 2014 to end on 27<sup>th</sup> July, 2019.

Mrs. Thapar is a graduate in Commerce from Pune University, a qualified Chartered Accountant from the Institute of Chartered Accountants of India and received a Masters in Business Administration from the Fuqua School of Business in 2001. Post her masters, she worked in US for Glaxo and Guidant in various finance roles.

She is responsible for Finance, Human Resource and Domestic Marketing functions of the Company. She is a motivated mentor with a focused and enlightened ability to foresee the future that has enabled the Company to grow over the years. Therefore, her association is of foremost importance for the future business growth of Company.

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 18<sup>th</sup> July, 2019 re-appointed Mrs. Namita Thapar ("Mrs. Thapar") (DIN: 05318899) as Whole-time Director for a further period of five (5) years with effect from 28<sup>th</sup> July, 2019 to 27<sup>th</sup> July, 2024, 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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## Item no. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes and recommends the re-appointment of Mr. Humayun Dhanrajgir (DIN: 00004006) as an Independent Director for a second term of 3 years i.e. from 28<sup>th</sup> July, 2019 upto 27<sup>th</sup> July, 2022. He shall not be liable to retire by rotation.

He is a member of the Board since 2000. He was appointed as an Independent Director by the Members of the Company in the Annual General Meeting held on 28<sup>th</sup> July, 2014 to hold office for 5 consecutive years i.e. upto 27<sup>th</sup> July, 2019.

The Company has in terms of provisions of Section 160(1) of the Act received a notice from a member proposing his candidature for appointment as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act and Rules framed thereunder.

Mr. Dhanrajgir is a graduate in Chemical Engineering from Loughborough University, United Kingdom, a member of the Institute of Chemical Engineers, United Kingdom and a member of the Chartered Engineer, London. He has also completed the advanced management program from Harvard Business School. He has held several senior management positions including the position of the Vice Chairman and the Managing Director of Glaxo India Limited, Managing Director of Kodak India Limited and President of the Organization of Pharmaceutical Producers of India in 1992. He was also a member of General Committee of Bombay Chamber of Commerce and Industry and the Global Advisory Board of Asian Centre for Corporate Governance and Sustainability. Mr. Dhanrajgir is also a trustee of Breach Candy Hospital Trust, Mumbai and Lintas Employees Trust.

The Board based on performance evaluation and recommendation of the Nomination and Remuneration Committee considers that given his experience and contribution, his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Dhanrajgir as an Independent Director.

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In the opinion of the Board, he fulfills the conditions specified in the Act for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of the appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day (except Saturday) and also at the venue of the Annual General Meeting till the conclusion of Annual General Meeting.

In compliance with the provisions of Section 149 of the Act read with Schedule IV and other applicable regulations, the re-appointment of Mr. Dhanrajgir is being placed before the members for their approval by way of special resolution. The Board recommends the Special Resolution as laid out at Item No. 5 of the Notice convening Annual General Meeting for the approval of the members.

Except Mr. Dhanrajgir, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

Mr. Dhanrajgir is not related to any Director of the Company.

## **Item no. 6**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes and recommends the re-appointment of Mr. Berjis Desai (DIN: 00153675) as an Independent Director for a second term of 3 years i.e. from 28<sup>th</sup> July, 2019 upto 27<sup>th</sup> July, 2022. He shall not be liable to retire by rotation.

He is a member of the Board since 1997. He was appointed as an Independent Director by the Members of the Company in the Annual General Meeting held on 28<sup>th</sup> July, 2014 to hold office for 5 consecutive years i.e. upto 27<sup>th</sup> July, 2019.

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The Company has in terms of provisions of Section 160(1) of the Act received a notice from a member proposing his candidature for appointment as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act and Rules framed thereunder.

Mr. Desai is a graduate in Law from the Bombay University and a post-graduate in Law from Cambridge University, United Kingdom. Having practiced transactional and dispute resolution laws, for the last 37 years, Mr. Desai, upon reaching the age of 60, retired as Managing Partner of J. Sagar & Associates, a national law firm having more than 300 lawyers across seven locations in India. He is now an independent legal counsel engaged in Private Client Practice i.e. succession and estate planning for HNIs and promoter families through wills, trusts and family arrangements, resolving family, testamentary and business disputes, through mediation and confidential fast track arbitration, regulatory aspects of offshore investments, residential status and citizenship, insolvency and asset reconstruction advisory.

The Board based on performance evaluation and recommendation of the Nomination and Remuneration Committee considers that given his experience and contribution, his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Desai as an Independent Director.

In the opinion of the Board, he fulfills the conditions specified in the Act, for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of the appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day (except Saturday) and also at the venue of the Annual General Meeting till the conclusion of Annual General Meeting.

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In compliance with the provisions of Section 149 of the Act read with Schedule IV and other applicable regulations, the re-appointment of Mr. Desai is being placed before the members for their approval by way of special resolution. The Board recommends the passing of a Special Resolution as laid out at Item No. 6 of the Notice convening Annual General Meeting for the approval of the members.

Except Mr. Desai, being an appointee, 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 accompanying Notice of the AGM.

Mr. Desai is not related to any Director of the Company.

## Item no. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes and recommends the re-appointment of Mr. Shreekant Bapat (DIN: 00621568) as an Independent Director for a second term of 3 years i.e. from 28<sup>th</sup> July, 2019 upto 27<sup>th</sup> July, 2022. He shall not be liable to retire by rotation.

He is a member of the Board since 1999. He was appointed as an Independent Director by the Members of the Company in the Annual General Meeting held on 28<sup>th</sup> July, 2014 to hold office for 5 consecutive years i.e. upto 27<sup>th</sup> July, 2019.

The Company has in terms of provisions of Section 160(1) of the Act received a notice from a member proposing his candidature for appointment as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act and Rules framed thereunder.

Mr. Bapat is a graduate in commerce from Pune University. He is a highly distinguished erstwhile officer of the Indian Police Service having held senior positions with the Government of India and the Government of Maharashtra such as Joint Director – Intelligence

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Bureau, Ministry of Home Affairs, Commissioner of Police, Mumbai and Member of the Maharashtra Public Service Commission. Mr. Bapat is a recipient of the President's medal for distinguished service and Police medal for meritorious service. Mr. Bapat was the president of the India chapter of a global philanthropic foundation for seven years. He has special interest in areas relating to national security, human resource development and corporate social responsibility.

The Board based on performance evaluation and recommendation of the Nomination and Remuneration Committee considers that given his experience and contribution, his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Bapat as an Independent Director.

In the opinion of the Board, he fulfills the conditions specified in the Act, for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of the appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day (except Saturday) and also at the venue of the Annual General Meeting till the conclusion of Annual General Meeting.

In compliance with the provisions of Section 149 of the Act read with Schedule IV and other applicable regulations, the re-appointment of Mr. Bapat is being placed before the members for their approval by way of special resolution. The Board recommends the passing of a Special Resolution as laid out at Item No. 7 of the Notice convening Annual General Meeting for the approval of the members.

Except Mr. Bapat, being an appointee, 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. 7 of the accompanying Notice of the AGM.

Mr. Bapat is not related to any Director of the Company.

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## Item no. 8

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 18<sup>th</sup> July, 2019, the Board has considered and approved the 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. 7,00,000/- (Rupees Seven Lakh only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31<sup>st</sup> March 2020.

The resolution at Item No. 8 of the Notice is set out as an Ordinary Resolution is recommended by the Board 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. 8 of the Notice.

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By Order of the Board  
For Emcure Pharmaceuticals Limited

Sd/-  
Sanjay Kumar Chowdhary  
Company Secretary

Place: Pune

Date: 18<sup>th</sup> July, 2019

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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>Mrs. Namita Thapar</b>   |
| <b>Age (Yrs.)</b>                                       | 56 Years   | 42 Years  |
| <b>Nationality</b>                                      | Indian   | Indian  |
| <b>Date of first Appointment on the Board</b>           | June 5, 2013   | July 28, 2014   |
| <b>Relationship with other Directors of the Company</b> | None   | Daughter of Mr. Satish Mehta, Managing Director   |
| <b>Area of Expertise</b>                                | Capex projects   | Finance, HR and Marketing   |
| <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 | B.Com,<br>Member of Institute of Chartered Accountants of India, Master in Business Administration (Finance)  |
| <b>Experience</b>                                       | 36 years   | 19 years  |
| <b>Directorships held in other Companies</b>            | 1. Genova Biopharmaceuticals Limited   | 1. Zuventus Healthcare Limited<br>2. Thapar Ventures Private Limited<br>3. Incredible Ideas Private Limited<br>4. Incredible Ventures Private Limited |

**Emcure Pharmaceuticals Limited**

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 E-mail : corporate@emcure.co.in Website : www.emcure.co.in CIN : U24231PN1981PLC024251

|   |   |  |
|---|---|--|
| <p><b>Chairman/ Member in the Committees of the Boards of other Companies in which he is Director</b></p> | <p><b>Chairman:</b> NIL</p> <p><b>Member:</b><br/>                     Gennova Biopharmaceuticals Ltd</p> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination and Remuneration Committee</li> <li>- Corporate Social Responsibility Committee</li> </ul> | <p><b>Chairman:</b> NIL</p> <p><b>Member:</b><br/>                     Zuventus Healthcare Ltd</p> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee</li> </ul> |
| <p><b>No. of Board Meetings attended during FY 2018-19</b></p>  | <p>2 out of 4</p>   | <p>3 out of 4</p>  |
| <p><b>No. of Shares held in the Company as on 31/03/19 and % of Paid-up Share Capital</b></p>             | <p>1,10,85,012 (6.13%)</p>  | <p>63,39,800 (3.51%)</p>   |

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| Name of the Director                             | Mr. Humayun Dhanrajgir   | Mr. Berjis Desai  | Mr. Shreekant Bapat   |
|--|--|---|---|
| Age (Yrs.)                                       | 83   | 63  | 81  |
| Nationality                                      | Indian   | Indian  | Indian  |
| Date of first Appointment on the Board           | September 23, 2000   | April 3, 1997   | June 26, 1999   |
| Relationship with other Directors of the Company | None   | None  | None  |
| Area of Expertise                                | Management   | Corporate and financial laws, international business laws and international commercial arbitration              | National security, human resource development and corporate social responsibility                                       |
| Qualifications                                   | Graduate in Chemical Engineering from Loughborough University, UK, a member of the Institute of Chemical Engineers, UK and a member of the Chartered Engineer, London. He has also completed the | Graduate in Law from the Bombay University and a post-graduate in Law from Cambridge University, United Kingdom | Graduate in commerce from Pune University. He is a highly distinguished erstwhile officer of the Indian Police Service. |

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|                   |   |   |   |
|-------------------|---|---|---|
|                   | advanced management program from Harvard Business School  |   |   |
| <b>Experience</b> | <p>He has held several senior management positions including the position of the vice chairman and the managing director of Glaxo India Limited, Managing Director of Kodak India Limited and President of the Organization of Pharmaceutical Producers of India in 1992. He was also a member of General Committee of Bombay Chamber of Commerce and Industry and the Global Advisory Board of Asian Centre for Corporate Governance and Sustainability. Mr. Dhanrajgir is also a trustee of Breach Candy Hospital Trust, Mumbai and Lintas Employees Trust.</p> | <p>Having practiced transactional and dispute resolution laws, for the last 37 years, Mr. Desai, upon reaching the age of 60, retired as Managing Partner of J. Sagar &amp; Associates, a national law firm having more than 300 lawyers across seven locations in India. He is now an Independent legal counsel engaged in Private Client Practice i.e. succession and estate planning for HNIs and promoter families through wills, trusts and family arrangements, resolving family, testamentary and business disputes, through mediation and confidential fast track arbitration, regulatory aspects of offshore investments, residential status and citizenship, insolvency and asset reconstruction advisory</p> | <p>He is a highly distinguished erstwhile officer of the Indian Police Service having held senior positions with the Government of India and the Government of Maharashtra such as Joint Director – Intelligence Bureau, Ministry of Home Affairs, Commissioner of Police, Mumbai and Member of the Maharashtra Public Service Commission</p> |

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|   |   |  |   |
|---|---|--|---|
| <p><b>Directorships held in other Companies</b></p>   | <ol style="list-style-type: none"> <li>1. Zydus Wellness Limited</li> <li>2. Themis Medicare Ltd.</li> <li>3. Cadila Healthcare Ltd.</li> <li>4. Neuland Laboratories Ltd.</li> <li>5. Next Gen Publishing Pvt. Ltd</li> <li>6. Sarni Labs Ltd.</li> <li>7. H Dhanrajgir Estates Pvt. Ltd.</li> <li>8. Breach Candy Hospital Trust</li> </ol> | <ol style="list-style-type: none"> <li>1. Jubilant Food Works Ltd.</li> <li>2. Praj Industries Limited</li> <li>3. The Great Eastern Shipping Company Ltd.</li> <li>4. Edelweiss Financial Services Ltd.</li> <li>5. Man Infraconstruction Ltd.</li> <li>6. Nuvoco Vistas Corporation Ltd.</li> <li>7. Macrotech Developers Ltd.</li> <li>8. Deepak Fertilizers and Petrochemicals Corporation Ltd.</li> <li>9. Inventurus Knowledge Solutions Pvt. Ltd.</li> <li>10. Equine Bloodstock Pvt. Ltd.</li> <li>11. Vista Intelligence Pvt. Ltd.</li> </ol> | <ol style="list-style-type: none"> <li>1. United Socio-Economic Development And Research Programme</li> <li>2. Zuventus Healthcare Limited</li> <li>3. Genova Biopharmaceuticals Limited</li> </ol>   |
| <p><b>Chairman/ Member in the Committees of the Boards of other Companies in which he is Director</b></p> | <p><b>Chairman:</b></p> <ol style="list-style-type: none"> <li>1. Zydus Wellness Ltd</li> <li>- Audit Committee</li> <li>2. Themis Medicare Ltd</li> <li>- Audit Committee</li> <li>3. Neuland Laboratories Ltd</li> <li>- Corporate Social Responsibility</li> </ol>   | <p><b>Chairman:</b></p> <ol style="list-style-type: none"> <li>1. Praj Industries Ltd.</li> <li>- Audit Committee</li> <li>2. Man Infraconstruction Ltd</li> <li>- Stakeholders Relationship Committee</li> <li>- Management Committee</li> <li>3. Edelweiss Financial Services Ltd.</li> </ol>  | <p><b>Chairman:</b></p> <ol style="list-style-type: none"> <li>1. Zuventus Healthcare Limited</li> <li>- Audit Committee</li> <li>- Nomination &amp; Remuneration Committee</li> <li>- Corporate Social Responsibility Committee</li> </ol> |

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|  |  |   |
|--|--|---|
| <p><b>Member:</b></p> <p>1. Cadila Healthcare Ltd</p> <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee</li> <li>- Audit committee</li> </ul> <p>2. Zydus Wellness Ltd</p> <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee</li> <li>- Stakeholders Relationship Committee</li> </ul> <p>3. Themis Medicare Ltd</p> <ul style="list-style-type: none"> <li>- Remuneration Committee</li> <li>- Corporate Social Responsibility Committee</li> </ul> <p>4. Neuland Laboratories Ltd</p> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination and Remuneration Committee</li> </ul> | <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee</li> <li>- Stakeholders Relationship Committee</li> </ul> <p>4. Nuvoco Vistas Corporation Ltd</p> <ul style="list-style-type: none"> <li>- Social Responsibility Committee</li> <li>- Nomination and Remuneration Committee</li> </ul> <p>5. Deepak Fertilizers and Petrochemicals Corporation Ltd</p> <ul style="list-style-type: none"> <li>- Nomination, Remuneration and compensation Committee</li> </ul> <p>6. Macrotech Developers Ltd.</p> <ul style="list-style-type: none"> <li>- Stakeholder Relationship Committee</li> <li>- Nomination, Remuneration and Compensation Committee</li> </ul> <p><b>Member:</b></p> <p>1. Praj Industries Ltd</p> <ul style="list-style-type: none"> <li>- Compensation and share allotment Committee</li> </ul> | <p>2. Genova Biopharmaceuticals Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination &amp; Remuneration Committee</li> <li>- Corporate Social Responsibility Committee</li> </ul> |
|--|--|---|

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|   |  |  |
|---|--|--|
| <ul style="list-style-type: none"> <li>- Committee</li> <li>5. Next Gen Publishing Pvt. Ltd             <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination and remuneration committee</li> </ul> </li> <li>6. Breach Candy Hospital Trust             <ul style="list-style-type: none"> <li>- Managing Committee</li> <li>- Staff Advisory Committee</li> <li>- Expansion Committee</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>2. Man Infraconstruction Ltd             <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee</li> <li>- Nomination and Remuneration Committee</li> </ul> </li> <li>3. Great Eastern Shipping Company Ltd.             <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination &amp; remuneration Committee</li> </ul> </li> <li>4. Edelweiss Financial Services Ltd.             <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Compensation (ESOP) Committee</li> <li>- Share Transfer Committee</li> </ul> </li> <li>5. Nuvoco Vistas Corporation Ltd             <ul style="list-style-type: none"> <li>- Audit Committee</li> </ul> </li> <li>6. Jubilant Food Works Ltd.             <ul style="list-style-type: none"> <li>- Nomination, Remuneration &amp; Compensation Committee</li> <li>- Sustainability and Corporate Social Responsibility Committee</li> <li>- Risk Management Committee</li> </ul> </li> </ul> |  |
|---|--|--|

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|  |                  |  |                  |
|--|------------------|--|------------------|
|  |                  | <p>7. Deepak Fertilizers and Petrochemicals Corporation Ltd</p> <ul style="list-style-type: none"> <li>- Stakeholder Relationship Committee</li> </ul> <p>8. Macrotech Developers Ltd</p> <ul style="list-style-type: none"> <li>- Sustainability and Corporate Social Responsibility Committee</li> </ul> |                  |
| <b>No. of Board Meetings attended during FY 2018-19</b>                                | 3 out of 4       | 3 out of 4   | 4 out of 4       |
| <b>No. of Shares held in the Company as on 31/03/19 and % of Paid-up Share Capital</b> | 1,54,284 (0.09%) | 1,92,856 (0.11%)   | 2,00,084 (0.11%) |

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## 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)

### 38<sup>TH</sup> ANNUAL GENERAL MEETING – 19<sup>TH</sup> August, 2019

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 38<sup>th</sup> Annual General Meeting of the Company held on **Monday, 19<sup>th</sup> August, 2019** at Corporate Office, Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune –411 057 at **10.00 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.

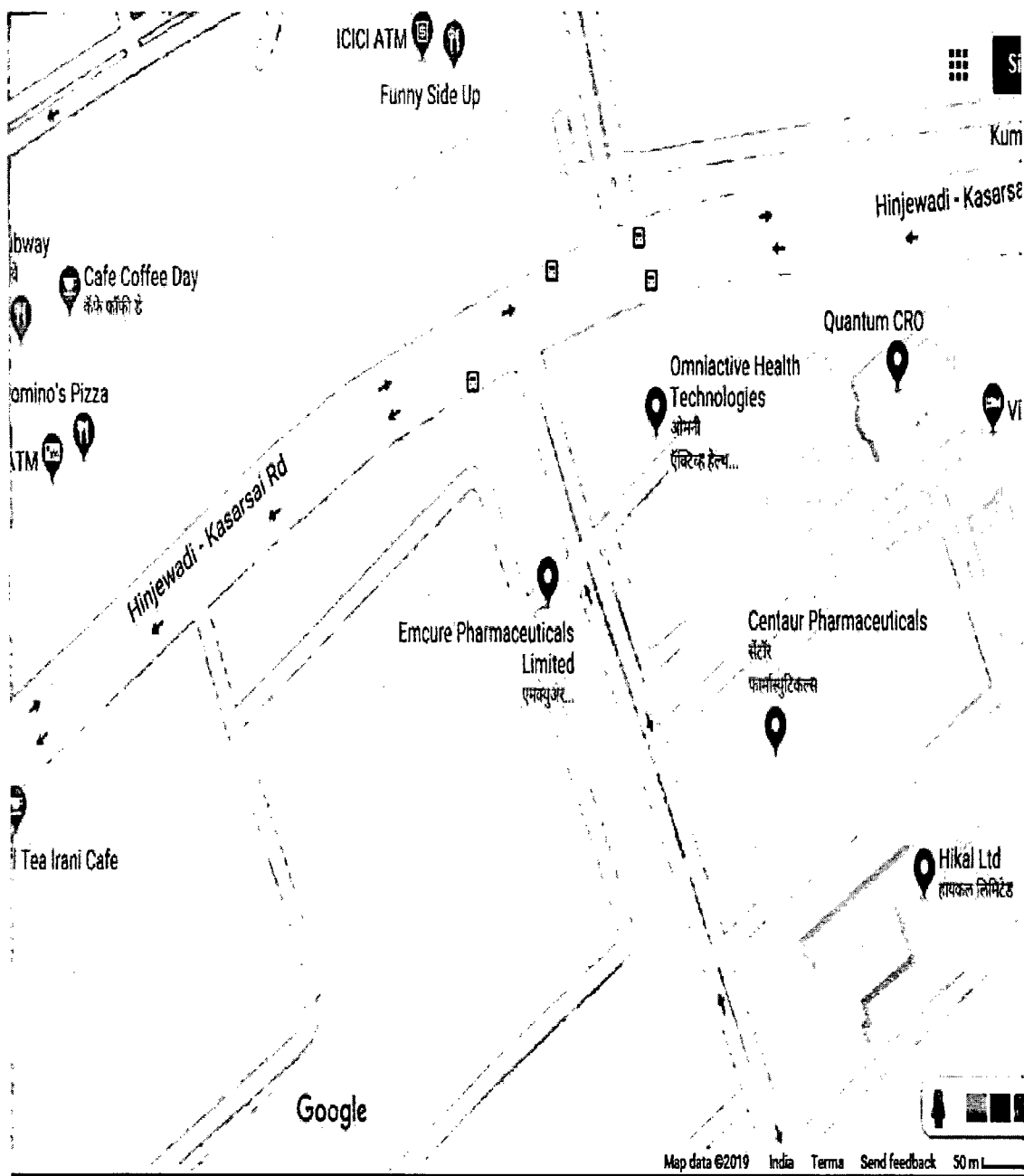
### **Emcure Pharmaceuticals Limited**

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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 (Maharashtra).**

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## 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:.....

### Emcure Pharmaceuticals Limited

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# Emcure

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company, to be held on 19<sup>th</sup> day of August 2019 at 10.00 a.m. at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune –411 057 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.<br>b. Approval of Consolidated financial statements.   |     |         |         |
| 2.             | Confirmation of Interim dividend and Declaration of final Dividend on Equity shares for the FY 2018-19.  |     |         |         |
| 3.             | To appoint a Director in place of Mr. Sunil Mehta (DIN: 00118469), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013 |     |         |         |
| 4.             | Re-appointment of Mrs. Namita Thapar (DIN: 05318899) as Whole-Time Director for a period of 5 years.   |     |         |         |
| 5.             | Re-appointment of Mr. Humayun Dhanrajgir (DIN: 00004006) as Independent Director for a period of 3 years.  |     |         |         |
| 6.             | Re-appointment of Mr. Berjis Desai (DIN: 00153675) as Independent Director for a period of 3 years.  |     |         |         |

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|    |  |  |  |  |
|----|--|--|--|--|
| 7. | Re-appointment of Mr. Shreekant Bapat (DIN: 00621568) as Independent Director for a period of 3 years. |  |  |  |
| 8. | Ratification of remuneration payable to Cost Auditors for the Financial Year 2019-20.                  |  |  |  |

**(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 ..... 2019

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of proxy holder(s)

## Emcure Pharmaceuticals Limited

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