BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT HYDERABAD C.A.(CAA) NO.22/230/HDB/2017 IN THE MATTER OF COMPANIES ACT. 2013 (18 of 2013) IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND IN THE MATTER OF SCHEME OF AMALGAMATION AND ARRANGEMENT AND IN THE MATTER OF NEULAND LABORATORIES LIMITED (TRANSFEREE COMPANY) AND **NEULAND HEALTH SCIENCES PRIVATE LIMITED** (FIRST TRANSFEROR COMPANY) AND **NEULAND PHARMA RESEARCH PRIVATE LIMITED** (SECOND TRANSFEROR COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

"Neuland Laboratories Limited", a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L85195TG1984PLC004393 and having its registered office situated at Sanali Info Park, 'A' Block, Ground Floor, 8-2-120/113, Road No. 2, Banjara Hills, Hyderabad - 500034, Telangana, India, represented by its Company Secretary, Mrs. Sarada Bhamidipati, email: ir@neulandlabs.com, Ph: 040-30211600.

....Applicant / Transferee Company

HON'BLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING 30TH DAY OF MAY, 2017

PROXY FORM

| Name of the member(s) | : |
|---------------------------------------|---|
| Registered address | : |
| Folio no. / Client ID No. / DP ID No. | : |
| No. of Shares held | : |

I / We, being the member(s) of the above named company, hereby appoint:

| 1. | Name: | _E-mail: | _Address: |
|----|------------|------------------------|-----------|
| | Signature: | , or failing him / her | |
| 2. | Name: | _E-mail: | _Address: |
| | Signature: | , or failing him / her | |
| 3. | Name: | _E-mail: | _Address: |
| | Signature: | , or failing him / her | |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Tribunal Convened Meeting of the Company, to be held on 30th day of May, 2017, at 03:30 PM, at Hotel Taj Krishna, situated at Road No. 1, Mada Manzil, Banjara Hills, Hyderabad - 500034, Telangana, India, and at any adjournment thereof in respect of such resolution as are indicated below:

| SI. No. | Resolution | For | Against |
|---------|--|-----|---------|
| Special | Business: | | |
| 1. | 1. Approval to the Scheme of Amalgamation and Arrangement between Neuland Laboratories Limited (Transferee Company) and Neuland Health Sciences Private Limited (First Transferor Company) and Neuland Pharma Private Limited (Second Transferor Company) and Their Respective Shareholders and Creditors. | | |

Please put a tick mark ($\sqrt{}$) in the appropriate column against the resolution indicated in the box. If a member leaves the "For" or "Against" column blank against the resolution, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on the resolution, he/she should write "Abstain" across the boxes against the resolution.

| Signed this | day of | |
|----------------------------|----------------------------------|---------------|
| | | Affix revenue |
| | | stamp of One |
| | | Rupee |
| Signature of the member(s) | Signature of the proxy holder(s) | |

Notes:

- 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting. A Proxy need not be a member of the Company.
- 2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- 4. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT HYDERABAD C.A.(CAA) NO.22/230/HDB/2017 IN THE MATTER OF COMPANIES ACT. 2013 (18 of 2013) IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND IN THE MATTER OF SCHEME OF AMALGAMATION AND ARRANGEMENT AND IN THE MATTER OF NEULAND LABORATORIES LIMITED (TRANSFEREE COMPANY) AND **NEULAND HEALTH SCIENCES PRIVATE LIMITED** (FIRST TRANSFEROR COMPANY) AND NEULAND PHARMA RESEARCH PRIVATE LIMITED (SECOND TRANSFEROR COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

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....Applicant / Transferee Company

HON'BLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING 30TH DAY OF MAY, 2017

ATTENDANCE SLIP

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Neuland Laboratories Limited. I hereby record my presence at the Hon'ble National Company Law Tribunal Convened Meeting of the shareholders of Neuland Laboratories Limited on Tuesday, the 30th day of May, 2017, at Hotel Taj Krishna, situated at Road No. 1, Mada Manzil, Banjara Hills, Hyderabad - 500034, Telangana, India.

:

:

Reg. Folio No. / Client ID No. / DP ID No.

No. of Shares held

Name & Address of Member

Signature of Shareholder/Proxy/Representative (Please Specify)