

NEULAND LABORATORIES LIMITED

(CIN: L85195TG1984PLC004393)

Registered Office: Sanali Info Park, 'A' Block, Ground floor, 8-2-120/113, Road No. 2, Banjara Hills, Hyderabad-34.

E-mail : ir@neulandlabs.com, website : www.neulandlabs.com, Tel: +91-40-30211600

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of Neuland Laboratories Limited will be held on Friday, July 5, 2019 at 10.00 a.m. at the Grand Ball Room, Hotel Taj Krishna, Road No-1, Banjara Hills, Hyderabad-500034 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors' thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.
- To declare dividend on equity shares for the financial year 2018-19.
- To appoint a Director in place of Dr. Christopher M Cimarusti (DIN: 02872948) who retires by rotation and, being eligible, seeks re-appointment.

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

"RESOLVED THAT pursuant to Sections 139, 141 and 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the Act and pursuant to the SEBI (listing Obligations and Disclosure requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. MSKA & Associates, Chartered Accountants (Registration No. Firm Registration No.105047W), be and are hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of fortieth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for payment of managerial remuneration in excess of eleven per cent of the Net profits of the Company for the financial year ended March 31, 2019."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

- To consider and, if thought fit, to pass 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 the Companies (Audit and Auditors) Rules, 2014, and subject to approval as may be required from the Central Government, the members be and hereby ratify the remuneration of ₹ 2,00,000 (Rupees two lakhs only) and taxes as applicable plus out-of-pocket expenses payable to M/s. Nageswara Rao & Co., Cost Accountants, (Registration No. 000332), Hyderabad, Cost Auditors appointed by the Board of Directors of the Company to audit the cost records maintained by the Company for the financial year ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

For and on behalf of the Board

Sd/-

Dr. Davuluri Rama Mohan Rao
Chairman & Managing Director
(DIN: 00107737)

Hyderabad, May 16, 2019

NOTES

- A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company.**

The instrument of proxy, to be effective, should be deposited at the registered office of the Company not later than 48 hours before the commencement of the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% 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 a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. 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.
4. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrars of the Company, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") and details as may be required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any, relating to the resolutions set out in item nos. 4, 5 and 6 are annexed hereto.
6. The relevant details as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, of persons seeking re-appointment relating to Item No. 3 of the Notice are also annexed.
7. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.
8. The Company has notified that the Register of Members and Share Transfer Books of the Company will remain closed from **June 29, 2019 to July 5, 2019 (both days inclusive)** for determining the names of members eligible for dividend on Equity shares, if declared at the meeting.
9. The dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid on or before July 19, 2019, to those members whose names shall appear on the Company's Register of Members on July 5, 2019. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository account will be used by the Company for the payment of dividend. The Company or its Registrar and Transfer Agents, Karvy Fintech Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
11. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
12. Members desiring any information as regard accounts are requested to write to the Company on or before June 28, 2019, to the attention of the Company Secretary, so as to enable the Company to keep the information ready.
13. Information in respect of unclaimed dividend pursuant to the provisions of Section 124 of the Companies Act, 2013 (corresponding provisions of Section 205A of the Companies Act, 1956), and the dates by which they need to be transferred is given below:

Financial year	Date of declaration	Due date for transfer to IEPF
2011-12	No dividend declared	Not Applicable
2012-13	August 2, 2013	September 1, 2020
2013-14	June 24, 2014	July 23, 2021
2014-15	August 14, 2015	September 12, 2022
2015-16	August 12, 2016	September 10, 2023
2016-17	No dividend declared	Not Applicable
2017-18	No dividend declared	Not Applicable

Details of unclaimed dividend in respect of the financial year ended March 31, 2013 and up to and including the financial year ended March 31, 2016, as on August 10, 2018, are available on the Company's website, www.neulandlabs.com. Members should write to Karvy or the Company, if they have not encashed the dividend warrants so far in respect of the aforesaid financial year(s), well in advance of the above due dates.

After completion of seven years, no claims shall lie against the said fund or against the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims under the Companies Act, 1956. The Companies Act, 2013 provides for claiming such dividends from the Central Government.
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 details to the Company / Karvy.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
16. The brief profile of the Directors proposed to be re-appointed is given in the Annual Report, being sent along with this Notice.
17. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.

18. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.
19. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website www.neulandlabs.com for download.
20. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

21. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by Karvy Computershare Private Limited ("Karvy").

The E-voting period commences on July 2, 2019 (9:00 a.m. IST) and ends on July 4, 2019 (5:00 p.m. IST).s During this period, **Members of the Company, holding shares either in physical form or in dematerialized form, as on June 28, 2019 (Cut-off date), may cast their vote electronically.** The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

Instructions for electronic voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

- i. Open the internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **EVENT number** followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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 (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the E-Voting Event Number for Neuland Laboratories Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. 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 / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email chr300@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."
- #### B. For members who receive the notice of annual general meeting in physical form:
- i. Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their votes using the ballot form enclosed to this notice. Please refer instructions given in the said form for more details.

- ii. Members may alternatively opt for e-voting, for which the E-Voting **Event Number** (EVEN), User ID and Password is provided at the bottom of the ballot form. Please follow steps from Sl. No. (i) to (xii) under heading A of Note no. 21 above to vote through e-voting platform.

22. For members who wish to vote using ballot form:

Members who do not have access to e-voting facility may fill in the ballot form sent along with the notice and submit the same in a sealed envelope to the Scrutinizer, Practising Company Secretary, Unit: Neuland Laboratories Limited, C/o Karvy Fintech Private Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 on or before **July 4, 2019 by 5.00 p.m.**

Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.

In the event a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

23. Voting facility at Annual General Meeting

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Meeting, through ballot form and members attending the meeting who have not already cast their votes by remote e-voting or ballot form as mentioned above shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting or ballot form prior to the meeting may attend the meeting, but shall not be entitled to cast their vote gain.

General Instructions regarding voting

24. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
25. 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 i.e., June 28, 2019, may obtain the User ID and password in the manner as mentioned below:
 - a. 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.
 - b. Member may call Karvy's toll free number 1-800-3454-001.
 - c. Member may send an e-mail request to ir@neulandlabs.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.

26. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on June 28, 2019. 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 only shall be entitled to avail the facility of remote e-voting or voting at the meeting through Ballot Paper.
27. The Company has appointed Mr. D. Hanumanta Raju, or failing him, Ms. Shaik Razia, Partners, D. Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad, as the Scrutinizer to the e-voting process, (including voting through ballot form received from the members) and voting at the venue of the annual general meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
28. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
29. The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website: www.neulandlabs.com and on the website of Karvy: <https://evoting.karvy.com>, and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company scheduled to be held on July 5, 2019.
30. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. July 5, 2019.
31. In case a Member is desirous of obtaining a duplicate Ballot Form, such member may send an e-mail to evoting@karvy.com by mentioning their Folio/DP ID and Client ID No.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice. An explanatory statement in relation to Item No.4 is also furnished and should also be taken as forming part of the Notice.

ITEM NO.4

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of the present Statutory Auditors of the Company, M/s. Walker Chandiook & Co LLP, Chartered Accountants (Registration No.101049W), will be expiring at the conclusion of the thirty fifth Annual General Meeting.

The Board of Directors at its meeting held on May 16, 2019, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. MSKA & Associates, Chartered Accountants, as the Statutory Auditors of the Company

for approval of the members. The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of the thirty fifth Annual General Meeting till the conclusion of fortieth Annual General Meeting of the Company.

MSKA & Associates is a Chartered Accountancy Firm registered with Institute of Chartered Accountants of India with Firm Registration No.105047W. The firm has presence in 9 cities in India viz Ahmedabad, Bengaluru, Chennai, Kolkata, Hyderabad, Mumbai, New Delhi – Gurgaon, Goa and Pune. The Firm provides range of services which include Audit & Assurance, Taxation, Accounting and Risk Advisory.

MSKA & Associates, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. MSKA & Associates, Chartered Accountants as the Statutory Auditors of the Company and to authorise the Board of Directors, on the recommendation of the Audit Committee, to determine the remuneration payable to them.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution. The Board of Directors recommend the resolution for approval of the members.

Item No 5:

The members have at the Annual General Meeting (“AGM”) held on August 10, 2018, by way of Special Resolutions approved for payment of minimum remuneration to Dr.Davuluri Rama Mohana Rao, Chairman and Managing Director, Mr.Davuluri Sucheth Rao, Vice Chairman & CEO and Mr.Davuluri Saharsh Rao, Joint Managing Director, (collectively referred to as “**Executive Directors**”), in excess of 10% of the Net Profits computed under section 198 of the Companies Act, 2013 (“**The Act**”), in the event of loss or inadequacy of profits, during any of the financial years comprised in the balance term of office of the aforesaid managerial persons pursuant to Section 197 of Act read with Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations, 2015**”). Further, the members have also approved payment of minimum remuneration for a period of three years under Schedule V to the Act and SEBI Listing Regulations, 2015 to (a) Mr.Davuluri Sucheth Rao from August 1, 2018 to July 31, 2021, pursuant to his reappointment as Vice Chairman & CEO for a period of 5 years, w.e.f. August 1, 2018, at the AGM held on August

10, 2018 and to (b) Dr.Davuluri Rama Mohan Rao from April 1, 2019 to March 31, 2022, pursuant to his reappointment as the Chairman & Managing Director for a period of 5 years w.e.f. April 1, 2019, vide Postal Ballot approval dated March 25, 2019.

The members had at the AGM held on August 12, 2016, approved to continue payment of remuneration not exceeding 1% of the net profits of the Company calculated in accordance with provisions of the Act and distributed amongst the non-executive directors of the Company for a period of five years from April 1, 2016, in addition to the sitting fees for attending Board/Committee meetings.

The Board of Directors have at the meeting held on May 16, 2016, approved for payment of commission at ₹ 2,50,000/- to each non-executive director for the financial year ended March 31, 2019, considering their valuable contributions made to the Company's growth and profitability and the expertise brought to the Board. Mr. Homi Khusrokhani is not eligible for commission for FY 2018-19. The aggregate amount payable as commission to the non-executive directors for the financial year ended March 31, 2019, is within the limits specified under Section 197 of the Companies Act, 2013. i.e., 1% of the net profits of the Company.

However, since the total managerial remuneration, i.e., remuneration to the Executive Directors and the Non-Executive Directors, would exceed 11% of the net profits of the Company, approval of the members is being sought pursuant to first proviso to Section 197 of the Act for payment of remuneration exceeding eleven per cent of the net profits of the Company by way of an ordinary resolution.

All the Directors and their respective relatives, except Mr.Homi Rustam Khusrokhani and Key Managerial Personnel not being directors of the Company and their respective relatives, are concerned or interested in the Resolution.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the members.

Item No 6:

The Board of Directors have at the meeting held on May 16, 2019, on the recommendation of the Audit Committee, approved the reappointment of the Cost Auditors, M/s. Nageswara Rao & Co., Cost Accountants and remuneration payable to them, as set out in the Resolution under this Item of the Notice.

In accordance with Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment of and remuneration payable to the Cost Auditors requires ratification by the Shareholders and hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution set out at Item No. 6 of this Notice. The Board of Directors recommend the resolution for approval of the members.

Information in respect of Directors seeking appointment / re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Dr Christopher M Cimarusti
Date of first appointment	20.10.2009
Date of Birth	15.10.1943
Expertise in specific functional areas	Drug discovery, development and manufacturing
Educational Qualifications	Ph.D. in Organic Chemistry and Postdoctoral Research from Columbia University, USA
Chairman/Member of the Committee of the Board of Directors of the Company	Strategic Planning Committee, Member
List of directorships, Committee Chairmanship and membership held in other companies as on May 16, 2019	- Taxis Pharmaceuticals - Neuland Laboratories, Inc
Number of shares held in the Company as on May 16, 2019	Nil



NEULAND LABORATORIES LIMITED
(CIN: L85195TG1984PLC004393)

Registered Office:

Sanali Info Park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-34.

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(to be surrendered at the venue of the meeting)

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 Thirty Fifth Annual General Meeting of the shareholders of Neuland Laboratories Limited at the Grand Ball Room, Taj Krishna, Road No. 1, Banjara Hills, Hyderabad at 10.00 a.m. on Friday, the 5th day of July, 2019.

DP ID*	Reg. Folio No.
Client ID*	No. of Shares

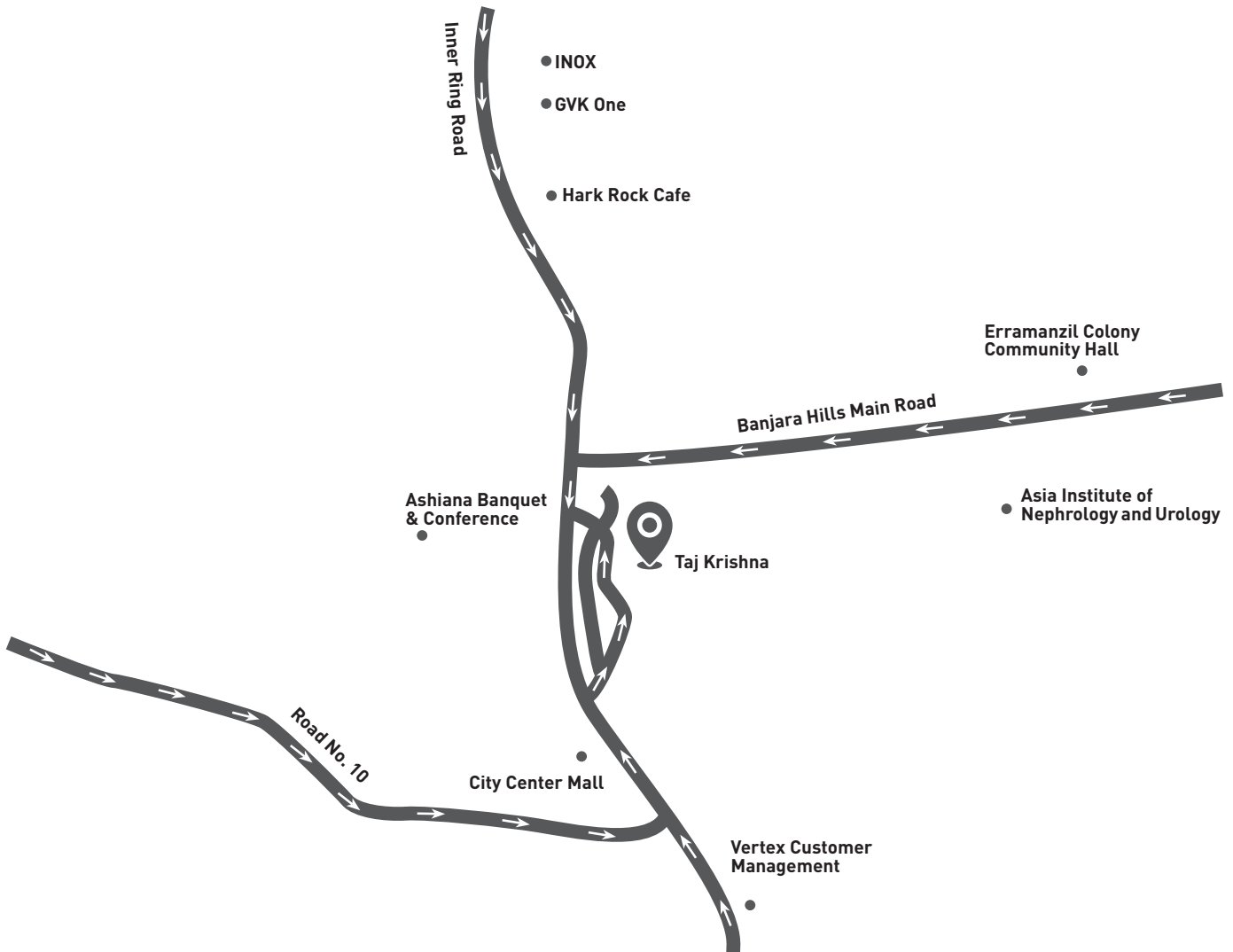
* Applicable if shares are held in electronic form

Name & Address of Member

Signature of
Shareholder/Proxy/
Representative (Please Specify)

Route Map of the Venue of the Meeting

Hotel Taj Krishna, situated at Road No. 1, Mada Manzil, Banjara Hills, Hyderabad - 500034, Telangana, India



NEULAND LABORATORIES LIMITED

(CIN: L85195TG1984PLC004393)

Registered Office:
Sanali Info Park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-34.

Form No. MGT-11 Proxy form (to be surrendered at the venue of the meeting)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L85195TG1984PLC004393		
Name of the Company	Neuland Laboratories Limited		
Registered Office	Sanali Info park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-500034.		
Name of the member(s)			
Registered Address			
Email 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		
	or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company, to be held on Friday, July 5, 2019, at 10.00 a.m at the Grand Ball Room, Taj Krishna, Road No. 1, Banjara Hills, Hyderabad - 500 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item no.	Resolutions
1.	To receive consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Auditors thereon.
2.	Declaration of dividend on equity shares for the financial year 2018-19.
3.	Re-appointment of Dr. Christopher M Cimarusti, who retires by rotation.
4.	Appointment of Statutory Auditors and fixing their remuneration.
5.	Payment of managerial remuneration in excess of 11% of the Net Profits of the Company for the financial year 2018-19.
6.	Ratification of Cost Auditor's Remuneration.

Signed this day of 2019.

Signature of shareholder: _____

Signature of Proxy holder (s): _____



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.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

NEULAND LABORATORIES LIMITED

(CIN: L85195TG1984PLC004393)



Registered Office:

Sanali Info Park, 'A' Block, Ground floor, 8-2-120/113, Road No.2, Banjara Hills, Hyderabad-34.

BALLOT FORM

(In lieu of E-voting)

35th Annual General Meeting - 5th July 2019

Sl. No	Particulars	Details
1.	Name of the shareholder	
2.	Registered address	
3.	Registered Folio/DPID & Client ID No.	
4.	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 35th Annual General Meeting of the Company scheduled to be held on Friday, July 5, 2019, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item no.	Description	No. of equity shares	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)	Abstain
1.	To receive consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Auditors thereon.				
2.	Declaration of dividend on equity shares for the financial year 2018-19.				
3.	Re-appointment of Dr. Christopher M Cimarusti, who retires by rotation.				
4.	Appointment of Statutory Auditors and fixing their remuneration.				
5.	Payment of managerial remuneration in excess of 11% of the Net Profits of the Company for the financial year 2018-19.				
6.	Ratification of Cost Auditor's Remuneration.				

Place:

Date:

Signature of Shareholder

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer, Mr. D Hanumanta Raju, failing him, Ms. Shaik Razia, Partners, D. Hanumanta Raju & Co, Practising Company Secretaries Unit: Neuland Laboratories Limited, C/o Karvy Computershare Private Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 by **5.00 p.m. on July 4, 2019** shall only be considered.

INSTRUCTIONS

1. Members may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the Registrar and Transfer Agent (RTA) at Karvy Fintech Private Limited (Unit : Neuland Lab), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or to the email id einward.ris@karvy.com, so as to reach by 5.00 p.m. on July 4, 2019. Ballot form received thereafter will strictly be treated as if not received.
2. It is optional to indicate your preference. If you leave the for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she deem appropriate.
3. The Company will not be responsible if the envelope containing the ballot form is lost in transit.
4. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
5. In the event member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.
6. The right of voting by ballot form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Fintech Private Limited). Members are requested to keep the same updated.
8. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders.
9. In case of joint holders, the ballot form should be signed by the first named member and in his/her absence by the next named member. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.
10. Where the ballot form has been signed by an authorized representative of the body corporate/trust/society, etc. a certified copy of the relevant authorisation/board resolution to vote should accompany the ballot form.
11. Instructions for e-voting procedure are available in the Notice of AGM which is also placed on the website of the Company.

Shareholders who wish to use e-voting should follow the steps for e-voting procedures given in the Notice of AGM by logging on to – <https://evoting.karvy.com>