

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of Zenotech Laboratories Limited (the Company) will be held on Saturday, September 24, 2016 at 10:30 am at Aalankrita Resorts, Thumkuntha Village, Karimnagar Main Road, Shameerpet Mandal, R. R. District, Telangana – 500 078, India, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Jignesh Anantray Goradia (DIN: 07229899), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To ratify the appointment of statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General Meeting held on September 28, 2015, the appointment of M/s. PKF Sridhar & Santhanam LLP (Firm registration number- 003990S/S200018) Chartered Accountants, Hyderabad, as the statutory auditors of the Company to hold office till the conclusion of the 31st Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as per the recommendation of the Audit Committee.”

Special Business:

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

“RESOLVED THAT, pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions 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(s) thereof, for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Chintan Jitendra Shah (DIN: 07325664), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 27, 2016, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature to the office of Director, be and is hereby appointed as an independent director of the Company for a period of five (5) years effective January 27, 2016, not liable to retire by rotation.”

5. 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 Section 14 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), a new set of Articles of Association of the Company, copy whereof is placed before this meeting be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and superseding of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (“Board”) of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company in order to give effect to the aforesaid Resolution.”

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘the SEBI (LODR) Regulations, 2015), including any statutory modification(s) or re-enactment thereof for the time being in force, approval/ ratification of the shareholders of the Company be and is hereby accorded to the Company for transactions entered with Sun Pharmaceutical Industries Limited, a ‘Related Party’ as defined under the provisions of the SEBI (LODR) Regulations, 2015, which are existing and material in nature entered into prior to the date of notification of SEBI (LODR) Regulations, 2015, in terms of Regulation 23(8) of SEBI (LODR) Regulations, 2015, undertaken on the terms and conditions as agreed upon between the Company and Sun Pharmaceutical Industries Limited for the purposes as set out in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any

transactions with the related party, make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution as may be deemed necessary in the best interest of the Company.”

By order of the Board of Directors
For **Zenotech Laboratories Limited**

Place : Mumbai
Date : August 6, 2016

Abdul Gafoor Mohammad
Company Secretary & Compliance Officer
(M.No: A22331)

Registered Office:

Survey No. 250-252, Turkapally Village
Shameerpet Mandal, Ranga Reddy District
Hyderabad, Telangana-500 078
CIN: L27100AP1989PLC010122
Telephone Nos. : +91 040-23480430/0435
+91 9032044583/4589
Fax No. : +91 040-23480429
E-mail : abdul.gafoor@zenotech.co.in
Website : www.zenotechlab.com

Notes:

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special Business is annexed hereto.
2. **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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed 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 and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. 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.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per Register of members will be entitled to vote.
5. 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.
6. Members / proxies should bring the attendance slips duly filled in for attending the meeting.
7. The Register of Members and Transfer Books of the Company will be closed from September 17, 2016 to September 24, 2016 (both days inclusive).
8. The members are requested to –
 - i) Intimate to the Registrars and Transfer Agents of the Company / Depository Participants of changes, if any, in their registered addresses at an early date.
 - ii) Quote Ledger Folio/Client ID in all the correspondence.
 - iii) You are requested to carry a copy of the Annual Report and attendance slip to the Meeting.
9. Shareholders holding shares in physical form are requested to notify any change of their addresses timely to the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited (Unit: Zenotech Laboratories Limited), Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad 500 008, Telangana. For members holding shares in electronic form, intimation needs to be made to the respective Depository Participant and not to the Company or the Registrar.

10. Members seeking any information with regard to accounts are requested to write to the Company at least seven (7) days before the Meeting.
11. All the documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
12. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company at www.zenotechlab.com.
13. The Company has, pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, extended e-voting facility for its members to enable them to cast their vote electronically instead of participating and voting physically in the Annual General Meeting.
14. The Board of directors has appointed Mr. Mahadev Tirunagari, Practicing Company Secretary, who is in the opinion of the Board is duly qualified person as a scrutinizer who will collate the electronic voting process in a fair and transparent manner. He has also conveyed his willingness to be appointed as such.
15. The cutoff date for e-voting facility is September 17, 2016 and members whose names appear in the register of members shall be entitled to avail the service. 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. August 19, 2016 is requested to contact Karvy to get the details relating to his/her user-id and password. Members may call the Karvy's toll free number 1800-3454-001 or send an email request to evoting@karvy.com.
16. The remote e-voting period will commence at 9 a.m. on September 21, 2016 and will end at 5 p.m. on September 23, 2016. The facility for voting shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

- I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM.
- II. The instructions for remote e-voting are as under:
 - (a) In case of Members receiving an e-mail from Karvy:
 - (i) Launch an internet browser and open <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User 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.
 - (iii) After entering the above details Click on - Login.
 - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to 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. You need to login again with the new credentials.
 - (v) On successful login, the system will prompt you to select the E-Voting Event
 - (vi) Select the EVENT of Zenotech Laboratories Limited and click on - Submit.
 - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
 - (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **mahadev.pcs@gmail.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

- (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.

EVENT (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on September 17, 2016. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9 a.m. on September 21, 2016 and will end at 5 p.m. on September 23, 2016. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
- VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VIII. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID by approaching the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
 - a. If e-mail 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 evoting@karvy.com
- IX. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
17. Members are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to M/s. Karvy Computershare Private Limited, the Registrars and Transfer Agents at the aforesaid address.

ANNEXURE TO THE NOTICE

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

Item No.4

Mr. Chintan Jitendra Shah (DIN: 07325664) is appointed as independent director and holds office as Additional Director effective January 27, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013.

The Company has received consent from Mr. Chintan Jitendra Shah conveying his willingness to be director and has accordingly, submitted declarations stating that he fulfills all other conditions of being appointed as a director in terms of the provisions of Section 149 of the Companies Act, 2013. The Company has also received declaration from Mr. Chintan Jitendra Shah stating that he meets the criteria of independence as prescribed under Sub Section (6) of Section 149 of the Companies Act, 2013. The Board of Directors is also of the opinion that he fulfills all the conditions specified under the act.

The Company has received notice in writing from a member along with the requisite deposit under Section 160 of the Act proposing the candidature of Mr. Chintan Jitendra Shah to the office of Independent Director. Accordingly, and as recommended by the Board, it is proposed to appoint Mr. Chintan Jitendra Shah as independent director under the provisions of Section 149 of the Companies Act, 2013 to hold office for five (5) consecutive years and she shall not be liable to retire by rotation.

The Board of Directors considered that appointment of Mr. Chintan Jitendra Shah as an Independent Director would immensely benefit the Company and therefore, recommends the proposal for approval of the Shareholders.

The details of Mr. Chintan Jitendra Shah as required to be given in terms of Secretarial Standards - 2 have been provided separately under Profile of Directors seeking appointment/re-appointment.

Except Mr. Chintan Jitendra Shah and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution set forth above under this item no.4.

Item No. 5:

The existing Articles of Association (“AOA”) of the Company are based on the provisions of the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (“the Act”). Consequent to the coming into effect of the Act and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the Act.

The Company has proposed adoption of new set of Articles of Association in the last Annual General Meeting held on September 28, 2015, however, the same could not be passed.

The Board of Directors considered this matter again in its meeting held on August 6, 2016 and decided to adopt a new set of Articles of Association and replace the existing Articles of Association.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company on all working days, except Sunday between 11.00 a.m. to 4.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company’s website at www.zenotechlab.com for perusal by the shareholders.

As per Section 14 of the Act, approval of the Members of the Company by way of a Special Resolution is required for alteration of Articles of Association of the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item no. 6:

The Company in the ordinary course of its business, during the financial year ended March 31, 2015 & 2016 transacted with Sun Pharmaceutical Industries Limited (SPIL), which is a ‘Related Party’ within the meaning of Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and which were ‘material’ in nature as per the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as detailed hereunder:

(Amount in Rs.)

Sales	5,70,99,351
Short-term borrowings taken	7,45,09,340
Interest on Short-term borrowings	13,17,50,902
Trade advance received	3,18,57,263
Total	29,52,16,856

All the transactions were on arm’s length basis and have been approved by the Audit Committee and the Board of Directors of the Company. The Company depends majorly on SPIL for marketing its products through their wide network spread across many countries.

In the last Annual General Meeting held on September 28, 2015, the Company has sought approval from the shareholders by way of Special Resolution and the same could not be passed.

Pursuant to the provisions of Regulation 23 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 all material Related Party Transactions require approval of the shareholders through Ordinary Resolution in which the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

Thus, the transactions would require the approval of the members by way of an Ordinary Resolution.

It is therefore, in the interest of the Company, to continue working with SPIL. The Board, therefore, recommends the Ordinary Resolution set out in Item No. 6 of the Notice for the approval of the members.

Pursuant to the applicable provisions of the above said regulations, Mr. Azadar Hussain Khan and their relatives are deemed to be interested in SPIL, since it is an investing Company of Zenotech Laboratories Limited as per Accounting Standard (AS) 18, in which Mr. Azadar Hussain Khan is the employee of the SPIL. Other than Mr. Azadar Hussain Khan

and their relatives, none of the other Directors or Key Managerial Persons or their relatives are concerned or interested financially or otherwise in the proposed resolution.

Profile of Directors being appointed/re-appointed

As required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Directors who are proposed to be appointed/re-appointed are given below:

Particulars	Mr. Jignesh A. Goradia	Mr. Chintan Jitendra Shah
Director Identification Number (DIN)	07229899	07325664
Date of Birth	October 1, 1967	March 4, 1984
Date of Appointment	July 8, 2015	January 27, 2016
Qualification	Chartered Accountant	Chartered Accountant
Expertise in specific functional areas	His expertise in dealing with various business issues for more than 20 years. He is the founder partner of M/s Jignesh Goradia & Associates, a Firm of Chartered Accountants. His expertise lies in offering consulting and advisory services in finance, Indirect Tax, Direct Tax, Company Law. He has vast experience in the fields of tax audit, statutory audit, audit of companies, internal audits, income tax and sales tax matters.	His expertise in dealing with various business issues for more than 8 years. His expertise lies in offering consulting and advisory services in finance, Indirect Tax, Direct Tax, Company Law. He has vast experience in the fields of tax audit, statutory audit, audit of companies, internal audits, income tax and sales tax matters.
Directorship held in other companies in India	Nil	1
Membership / Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
No. of equity shares held in the Company as on March 31, 2016.	Nil	Nil
Relationship with Other Directors and Key Managerial Personnel of the Company	N.A.	N.A.

By order of the Board of Directors
For **Zenotech Laboratories Limited**

Place : Mumbai
Date : August 6, 2016

Abdul Gafoor Mohammad
Company Secretary & Compliance Officer
(M.No: A22331)

Registered Office:

Survey No. 250-252, Turkapally Village
Shameerpet Mandal, Ranga Reddy District
Hyderabad, Telangana-500 078
CIN: L27100AP1989PLC010122
Telephone Nos. : +91 040-23480430/0435
+91 9032044583/4589
Fax No. : +91 040-23480429
E-mail : abdul.gafoor@zenotech.co.in
Website : www.zenotechlab.com

ZENOTECH LABORATORIES LTD.

CIN: L27100AP1989PLC010122

Survey No. 250-252 , Turkapally Village, Shameerpet Mandal,
Ranga Reddy District, Hyderabad-Telangana-500 078

Telephone Nos. : +91 40 2348 0430 / 0435, +91 90 3204 4583 / 4589

Fax No. : +91 40 2348 0429, E-mail: abdul.gafoor@zenotech.co.in, Website: www.zenotechlab.com

27th ANNUAL REPORT 2015-16

Attendance Slip

Folio No./DP ID and Client ID:

No. of Shares:

Name and address of
First/Sole Member :

I certify that I am a member/proxy for a member of the Company. I hereby record my presence at the 27th Annual General Meeting of the members of Zenotech Laboratories Limited held on Saturday, September 24, 2016 at 10:30 am at Aalankrita Resorts, Thumkunta Village, Karimnagar Main Road, Shameerpet Mandal, R. R. District, Telangana – 500 078, India,

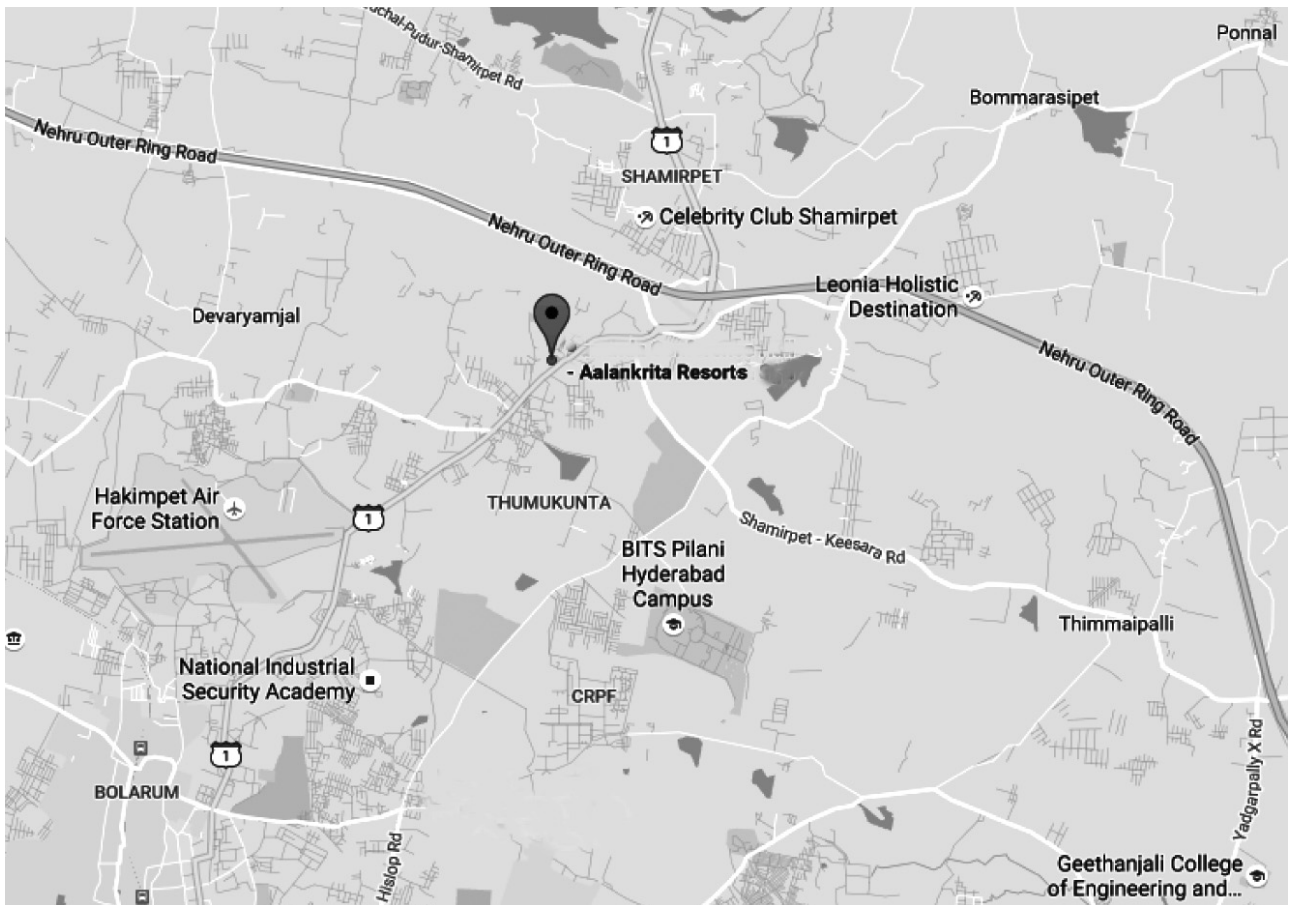
Name of the Member/Proxy
(Block Letters)

Signature of the Member/Proxy

Note:

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed at the registration counter.
2. No gifts will be given.
3. Applicable for Investors holding shares in electronic form.
4. Strike out whichever is not applicable.

Route Map to Aalankrita Resorts Thumkunta



Venue:

Aalankrita Resorts, Thumkunta Village,
Karimnagar Main Road, Shameerpet Mandal,
R. R. District, Telangana – 500 078, India

ZENOTECH LABORATORIES LTD.

CIN: L27100AP1989PLC010122

Survey No. 250-252, Turkapally Village, Shameerpet Mandal,

Ranga Reddy District, Hyderabad-Telangana-500 078

Telephone Nos. : +91 40 2348 0430/0435, +91 9032044583/4589

Fax No. : +91 40 2348 0429, E-mail: abdul.gafoor@zenotech.co.in, Website: www.zenotechlab.com

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered Address: _____

E-mail ID: _____ Folio No./Client ID: _____ DP ID: _____

I/We, being member(s) of Zenotech Laboratories Ltd., holding _____ shares of the Company, hereby appoint:

A Name : _____

Address : _____

E-mail Id: _____ Signature: _____

Or failing him/her

B Name : _____

Address : _____

E-mail Id: _____ Signature: _____

Or failing him/her

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the notice convening the 27th Annual General Meeting of the Company to be held on 24th September, 2016, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item Nos.	Resolutions		Vote [see note (d)] (Please mention no. of shares)		
			For	Against	Abstain
1.	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution			
2.	To re-appoint Mr. Jignesh Anantray Goradia (DIN: 07229899), who retires by rotation and being eligible, offers himself for re-appointment as a Director.	Ordinary Resolution			
3.	To ratify the appointment of statutory auditors of the Company, and to fix their remuneration	Ordinary Resolution			
4.	To appoint Mr. Chintan Jitendra Shah as an Independent Director	Ordinary Resolution			
5.	To approve and adopt new set of Articles of Association (AOA) of the Company	Special Resolution			
6.	To approve the material Related Party Transactions with Sun Pharmaceutical Industries Limited.	Ordinary Resolution			

Place :

Date :

Signature of the Shareholder

Revenue
Stamp

Notes:

- Proxy need not be a member of the Company.
- The Proxy Form in order to be effective shall be duly filled in and signed by the member(s) across Revenue Stamp and should reach the Company's Registered Office: Survey No. 250-252, Turkapally Village, Shameerpet Mandal, Ranga Reddy District, Hyderabad-Telangana-500 078, at least 48 hours before the commencement of the meeting.
- Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
- 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 may think appropriate.