

Emcure

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of Emcure Pharmaceuticals Limited will be held at 12:30 p.m. on Monday, 27th, July, 2015 at the Registered Office of the Company at 'Emcure House', T-184 MIDC, Bhosari, Pune - 411 026 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the audited financial statement of the Company for the financial year ended March 31, 2015 together with reports of the Board of Directors and auditors thereon; and
 - b. the audited consolidated financial statement for the financial year ended March 31, 2015 together with report of the auditors thereon.
2. To confirm payment of interim dividend and declare Final dividend on Equity Shares for the financial year ended 31st March, 2015.
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.
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 the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, as amended from time to time, M/s Price Waterhouse, Chartered Accountants (FRN 301112E) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration plus service tax, out of pocket expenses as may be decided by the Board of Directors in consultation with the Auditors."

Emcure Pharmaceuticals Limited

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

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SPECIAL BUSINESS:

Item No. 5

RATIFICATION OF REMUNERATION TO COST AUDITOR

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 payable to M/s B.M Sharma & Co., Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-2016, amounting to Rs. 4,00,000/- (Rupees Four Lakhs only) and also the payment of service tax as applicable and re-imbusement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

Place : Pune

By the Order of the Board

Date : 30th June, 2015

**Pulak Banerjee
Company Secretary**

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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 LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING.
2. A person can act as proxy on behalf of Members upto 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.
3. 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.
4. 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.
5. The Register of Members of the Company will remain closed from Monday, 20th July, 2015 to Monday, 27th July, 2015 (both dates inclusive) for determining the names of members eligible for final dividend on Equity Shares, if declared, at the meeting.
6. If final dividend on the equity shares as recommended by the directors is declared at the meeting, the payment will be made on or after 27th July, 2015 to the Shareholders, whose names appear on the Company's Register of Members on the book closure date.
7. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished to us by National Securities Depository Ltd. [NSDL] and Central Depository Services [India] Ltd. [CDSL] for this purpose.

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8. Members are requested to advise the Company any changes in their address quoting their Folio Numbers/ DP Id immediately.
9. Under section 205A of the Companies Act, 1956, 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.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
11. Members may note that the Notice of the Annual General Meeting is available on the Company's website www.emcure.co.in.
12. 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.

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

As required by Section 102 of the Companies Act, 2013 (Act) the following Explanatory Statement sets out all the material facts relating to the business mentioned under Item no. 5 of the accompanying Notice.

Item no. 5:

Ratification of Remuneration to Cost Auditor:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s B.M. Sharma & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2015-2016.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

Your Board of Directors recommends this resolution as an Ordinary Resolution for the approval of the members.

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II. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING (AGM):

Re-appointment of Mr. Sunil Mehta (DIN: 00118469):

Pursuant to Section 152(6) of the Companies Act, 2013 at every AGM one third of the directors as are liable to retire by rotation shall retire from office. The directors to retire by rotation at every AGM shall be those who have been longest in office and between those who became directors on the same day by mutual agreement or lot. Further, Independent Directors are not counted while calculating such number.

The details of Mr. Sunil Mehta, Director retiring by rotation are as follows:

Name of the Director	Mr. Sunil Mehta
Date of Birth	23-03-1963
Nationality	India
Date of Appointment on the Board	05/06/2013
Qualification	B. Com., M.D.B.A.
Brief Resume and area of expertise	Sunil Rajanikant Mehta is an Executive Director and Senior Director (Projects) of the Company. He is a graduate in Commerce from the Pune University and a post graduate (diploma) in Business Administration from the Institute of Management Development and Research, Pune. He has been associated with the Company since October 1983. He joined the Board in 2013.
Directorships in other Public Ltd. Companies	Genova Biopharmaceuticals Limited

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Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman: Nil Member : Audit Committee of Genova Biopharmaceuticals Ltd.
No. of Shares held	26,66,630
Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Investor Grievance committee of Public Limited Company (whether Listed or not).	

Place : Pune

By the Order of the Board

Date : 30th June, 2015

**Pulak Banerjee
Company Secretary**

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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:

Name of the company:

Registered office:

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:.....

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
.....Annual general meeting/ Extraordinary general meeting of the company, to be
held on the day of..... At..... a.m. / p.m. at..... (place) and at any
adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20....

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: 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.

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