

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the members of the Company will be held on Wednesday, 31 July 2013 at 10.30 A.M. at the Grand Ball Room, Hotel Taj Krishna, Road No. 1, Banjara Hills, Hyderabad – 500 034, Andhra Pradesh, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31 March 2013 and the Statement of Profit and Loss of the Company for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.
2. To declare dividend on the equity shares for the financial year 2012-13.
3. To appoint a Director in place of Dr. Ashok S Ganguly, who retires by rotation, and being eligible, seeks re-appointment.
4. To appoint a Director in place of Dr. J P Moreau, who retires by rotation, and being eligible, seeks re-appointment.
5. To appoint a Director in place of Ms. Kalpana Morparia, who retires by rotation, and being eligible, seeks re-appointment.
6. To appoint the Statutory Auditors and fix their remuneration. The retiring Auditors B S R & Co., Chartered Accountants are eligible for re-appointment.

SPECIAL BUSINESS:

7. RE-DESIGNATION OF MR. G V PRASAD, WHOLE TIME DIRECTOR, AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

“RESOLVED THAT the approval of the Company be and is hereby accorded to the re-designation of Mr. G V Prasad as Chairman and Chief Executive Officer of the Company, without any variation in the terms and conditions like remuneration, balance tenure and others relating to his appointment as approved by the shareholders at their Annual General Meeting held on 21 July 2011.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to re-designate Mr. G V Prasad, from time to time, as may be decided by the Board of Directors of the Company.”

8. RE-DESIGNATION OF MR. SATISH REDDY, WHOLE TIME DIRECTOR, AS VICE CHAIRMAN IN ADDITION TO HIS ROLE OF MANAGING DIRECTOR AND CHIEF OPERATING OFFICER

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

“RESOLVED THAT the approval of the Company be and is hereby accorded to the re-designation of Mr. Satish Reddy as Vice Chairman in addition to his role of Managing Director and Chief Operating Officer of the Company, without any variation in the terms and conditions like remuneration, balance tenure and others relating to his appointment approved by the shareholders at their Annual General Meeting held on 20 July 2012.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to re-designate Mr. Satish Reddy, from time to time, as may be decided by the Board of Directors of the Company.”

NOTES:

1. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
2. **A member entitled to attend and vote 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 instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the meeting.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 16 July 2013 to Friday, 19 July 2013 (both days inclusive).
4. The Board of Directors of the Company at their Meeting held on 14 May 2013 has recommended a dividend of ₹ 15.00 per share on equity share of ₹ 5/- each as final dividend for the financial year 2012-13. Dividend, if declared, at the Annual General Meeting, will be paid on or after 7 August 2013.
5. Members are requested to intimate immediately, any change in their address or bank mandate to their depository participants with whom they are maintaining their demat account or to the Company's Share Transfer Agent, M/s. Bigshare Services Private Limited, if the shares are held by them in certificate form.
6. Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
7. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the annual report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

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8. Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
9. Pursuant to Section 109A of the Companies Act, 1956, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making a nomination are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
10. The certificate from the Auditors of the Company certifying that the Company's Dr. Reddy's Employees Stock Option Scheme, 2002 and Dr. Reddy's Employees ADR Stock Option Scheme, 2007 are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999 and the resolution of the members passed at the general meeting, will be available for inspection by the members at the Annual General Meeting.
11. The brief profile of the Directors proposed to be appointed/re-appointed is given in the section on Corporate Governance.
12. The annual report for the financial year 2012-13 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company / depository participants. The annual report is also available on our website, i.e. www.drreddys.com. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/ depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2012-13, free of cost, upon sending a request to the Company Secretary at 8-2-337, Road No. 3, Banjara Hills, Hyderabad – 500 034, Andhra Pradesh, India.
13. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend etc. to the members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. In case of members holding securities in physical form are requested to send a request to the Company Secretary at 8-2-337, Road No. 3, Banjara Hills, Hyderabad – 500 034, Andhra Pradesh, India.
14. Disclosures in this Annual Report regarding change in designations of Mr. G V Prasad and Mr. Satish Reddy may be considered as an abstract and memorandum of interest of Directors under Section 302 of the Companies Act, 1956.

By Order of the Board

PLACE HYDERABAD
DATE 14 MAY 2013

Sandeep Poddar
COMPANY SECRETARY

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956

ITEM NOS. 7 & 8

Dr. K Anji Reddy, Founder & Chairman of the Company, passed away on 15 March 2013, and consequently, based on the recommendation of the Nomination, Governance and Compensation Committee, the Board of Directors vide their circular resolutions passed on 30 March 2013, has approved the re-designation of Mr. G V Prasad and Mr. Satish Reddy as under:

- Mr. G V Prasad as Chairman and Chief Executive Officer of the Company; and
- Mr. Satish Reddy as Vice Chairman in addition to his role of Managing Director and Chief Operating Officer.

The above changes in designation are effective 30 March 2013. The terms and conditions like remuneration, balance tenure and others relating to the appointment of Mr. G V Prasad and Mr. Satish Reddy, as approved by the shareholders at their annual general meetings held on 21 July 2011 and 20 July 2012, respectively, remain the same.

The Board recommends the resolutions set forth in item no. 7 and 8 for approval of the members.

None of the Directors other than Mr. G V Prasad and Mr. Satish Reddy are concerned or interested in the above resolutions.

By Order of the Board

PLACE HYDERABAD
DATE 14 MAY 2013

Sandeep Poddar
COMPANY SECRETARY