

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting (AGM) of the members of Dr. Reddy's Laboratories Limited (CIN: L85195TG1984PLC004507) will be held on Friday, 31 July 2015 at 9.30 AM at the Grand Ball Room, Hotel Taj Krishna, Road No. 1, Banjara Hills, Hyderabad - 500 034, to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2015, including the audited Balance Sheet as at 31 March 2015 and the Statement of Profit and Loss of the Company for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.
- To declare dividend on the equity shares for the financial year 2014-15.
- To re-appoint Mr. G V Prasad (DIN: 00057433), who retires by rotation, and being eligible offers himself for the re-appointment.
- To ratify the continuation of the Statutory Auditors. The Statutory Auditors M/s. B S R & Co. LLP, Chartered Accountants are eligible for continuing appointment.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding Rules, pursuant to the recommendations of the Audit Committee and the resolution passed by the members at their 30th AGM held on 31 July 2014, the appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, as Statutory Auditors to hold office up to the conclusion of the 32nd AGM, be and is hereby ratified at such remuneration as may be decided by the Board of Directors of the Company."

### SPECIAL BUSINESS:

- TO APPROVE THE REMUNERATION PAYABLE TO COST AUDITORS, M/S. SAGAR & ASSOCIATES FOR THE FINANCIAL YEAR ENDING 31 MARCH 2016.

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 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, M/s. Sagar & Associates, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2016, be paid a remuneration of ₹ 6.00 lakhs (Rupees Six Lakhs) per annum plus out of pocket expenses, at actuals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

### NOTES:

- The statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the Notice, is annexed hereto.

- A member entitled to attend and vote at the AGM 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 commencement of meeting.

A person can act as a 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 a proxy for any other person or member.

- 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 authorizing their representative to attend and vote on their behalf at the Meeting.
- 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 with the Company, 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.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 14 July 2015 to Friday, 17 July 2015 (both days inclusive).
- The Board of Directors of the Company at their Meeting held on 12 May 2015 has recommended a dividend of ₹ 20 per share on equity share of ₹ 5/- each as final dividend for the financial year 2014-15. Dividend, if declared, at the Annual General Meeting, will be paid on or after 7 August 2015.
- Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, additional information including brief profile of Mr. G V Prasad who is proposed to be re-appointed by rotation, has been given in the section on Corporate Governance in this Annual Report.
- The annual report for the financial year 2014-15 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](http://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 2014-15, free of cost, upon sending a request to the Company Secretary at 8-2-337, Road No. 3, Banjara Hills, Hyderabad - 500 034.
- In case any member is desirous to receive communication from the Company in electronic form, they may register their email address

**NOTICE OF ANNUAL GENERAL MEETING** (CONTINUED)

on <http://www.drreddys.com/investors/shareholder-information.html> or with their depository participant or send their consent at [shares@drreddys.com](mailto:shares@drreddys.com) along with their folio no. and valid email address for registration.

12. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the Clause 35B of the Listing Agreement, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
13. 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.
14. Members are requested to kindly bring their copy of the Annual Report with them at the AGM, as no extra copy of Annual Report would be made available at the AGM. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
15. 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 guidelines and the resolution of the members passed at the general meeting, will be available for inspection by the members at the AGM.
16. Members 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 or to the Company's Registrar and Transfer Agent, M/s. Bigshare Services Private Limited, if the shares are held by them in physical form.
17. 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. Members holding securities in physical form may send a request updating their bank details, to the Registrar and Transfer Agent, M/s. Bigshare Services Private Limited.

18. 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 to the Company or its Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.
19. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the Registrar and Share Transfer Agent (RTA) of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19 (9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the RTA of the Company. These forms will be made available on request.
20. All documents referred to in the accompanying Notice and Statement pursuant Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 31st Annual General Meeting of the Company.

By Order of the Board

Place Hyderabad  
Date 12 May 2015

Sandeep Poddar  
Company Secretary

**Statement pursuant to Section 102(1) of the Companies Act, 2013****ITEM NO. 5**

The Board, on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Sagar & Associates, Cost Accountants, as Cost Auditors at a remuneration of ₹ 6.00 lakhs (Rupees Six Lakhs) per annum plus out of pocket expenses, at actuals, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2016.

In accordance with the provisions of the Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the

remuneration payable to the Cost Auditors for the financial year ending 31 March 2016.

None of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in the Item No. 5 of the Notice for approval of the members.

By Order of the Board

Place Hyderabad  
Date 12 May 2015

Sandeep Poddar  
Company Secretary

**INSTRUCTIONS FOR E-VOTING**

Dear Member,

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement entered into with stock exchanges, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the Notice convening the 31st Annual General Meeting (AGM) to be held on Friday, 31 July 2015 at 9.30 AM. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility. The facility of casting the votes by members using an electronic voting system from a place other than venue of the AGM is termed as "remote e-voting".

The e-voting facility is available at the link <https://www.evoting.nsdl.com> and the e-voting Event Number (EVEN) and period of remote e-voting are set out below:

EVEN (E-VOTING EVENT NUMBER)	COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
102019	28 July 2015 at 9.00 AM IST	30 July 2015 at 5.00 PM IST

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the notice of the AGM to be held on 31 July 2015.

**STEPS FOR REMOTE E-VOTING:**

- (i) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
- (ii) Click on Shareholder - Login
- (iii) If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
- (iv) If you are logging in for the first time, please enter the User ID and Password. This will be sent to you separately.
- (v) The Password Change Menu appears. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your password confidential.
- (vi) Once, the e-voting home page opens, click on e-voting>Active Voting Cycles.
- (vii) Select the "EVEN" (E-voting Event Number) of "Dr. Reddy's Laboratories Limited" (the number is provided in this document). Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting.
- (viii) Cast your vote by selecting your favored option and click "Submit". Also click "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Please note that once your vote is cast on the selected resolution, it cannot be modified.
- (ix) Institutional shareholders (i.e. members other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer's e-mail id: [drlscrutinizer@gmail.com](mailto:drlscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (x) For members whose email IDs are not registered with the Company/ Depository Participant(s), the following instructions may be followed:
  - i. The User ID and initial password shall be sent to you separately.
  - ii. Please follow all steps from Serial No. (i) to (ix) mentioned above, in order to successfully cast your vote.

**GENERAL INSTRUCTIONS:**

- a) The remote e-voting period commences on Tuesday, 28 July 2015 (9.00 AM IST) and ends on Thursday, 30 July 2015 (5.00 PM IST).

- During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 24 July 2015, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- b) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date of Friday, 24 July 2015, may obtain User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details/Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - d) The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have not cast their vote electronically, by remote e-voting, may only cast their vote at the AGM through ballot paper.
  - e) The voting rights of members shall be in proportion to the shares held by them, of the paid up equity share capital of the Company as on the cut-off date of Friday, 24 July 2015.
  - f) Mr. G Raghu Babu, Partner of M/s. R & A Associates, practicing Company Secretary, Hyderabad (Membership No. F4448 & Certificate of Practice No. 2820) has been appointed by the Board as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - g) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through ballot paper for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
  - h) Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two

**INSTRUCTIONS FOR E-VOTING** (CONTINUED)

- witnesses not in the employment of the Company. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
- i) The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.drreddys.com](http://www.drreddys.com) and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the BSE Ltd., National Stock Exchange Ltd. and the New York Stock Exchange Inc.
- j) In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual, available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. You can also refer your queries to NSDL through email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

By Order of the Board

Place Hyderabad  
Date 12 May 2015**Sandeep Poddar**  
Company Secretary