

NOTICE

RANBAXY

Trusted medicines. Healthier lives

Registered Office: A- 41, Industrial Area Phase VIII-A, Sahibzada Ajit Singh Nagar, Mohali – 160 071 (Punjab)

NOTICE is hereby given that the **52nd Annual General Meeting** of Ranbaxy Laboratories Limited will be held on **Tuesday, May 7, 2013, at 11.00 A.M.** at Auditorium of The National Institute of Pharmaceutical Education and Research (NIPER), Sector-67, S.A.S. Nagar (Mohali)- 160 062, Punjab, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended December 31, 2012 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. Tsutomu Une who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh V. Shah who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. BSR & Co., the retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED that Dr. Kazunori Hirokawa, who was appointed by the Board of Directors as an Additional Director of the Company effective May 9, 2012 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956 along with the requisite deposit, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company."
6. 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 Sections 198, 309(4)(a), 310 and all other applicable provisions, if any, of the Companies Act, 1956 and any rules and regulations framed thereunder, the Memorandum and Articles of Association of the Company and subject to the requisite approval of the Central Government, Dr. Kazunori Hirokawa, Director of the Company, be paid remuneration of Rs.3.25 million for the period from May 9, 2012 to December 31, 2012 and Rs.5 million for the financial year 2013."
"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this Resolution."

By Order of the Board

Place: Gurgaon
Dated: March 12, 2013

Sushil K. Patawari
Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is given below and forms part of the Notice.
3. M/s. Alankit Assignments Ltd. (Alankit), 2E/8, 1st Floor, Jhandewalan Extension, New Delhi-110055 is the Registrar and Share Transfer Agent for physical shares of the Company. Alankit is also the depository interface of the Company with both NSDL and CDSL.

However, keeping in view the convenience of shareholders, documents relating to shares will continue to be received by the Company at the Corporate Office of the Company at Plot No. 90, Sector 32, Gurgaon-122001 (Haryana)

Tel. No. 91-124-4135000, Registered Office at A- 41, Industrial Area Phase VIII-A, Sahibzada Ajit Singh Nagar, Mohali-160071 (Punjab) and Head Office at 12th Floor, Devika Tower, 6, Nehru Place, New Delhi-110019 Tel. No. 91-11-26237508; email address: secretarial@ranbaxy.com.

4. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
5. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to their depository participant only and not to the Company or its Registrar and Transfer Agent. The said intimation will be automatically reflected in the Company's records.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, April 27, 2013 to Tuesday, May 7, 2013 (both days inclusive).
7. The Company has transferred unclaimed amounts of dividends paid upto November 14, 2005, to the Investor Education and Protection Fund (IEPF) of the Central Government as required under Section 205C of the Companies Act, 1956. Members may please note that if unpaid dividend is not claimed from the Company for seven years from the date when it became due, it shall be transferred to the Investor Education and Protection Fund as stated above and it cannot be claimed from that Fund.

Members who have not encashed their dividend warrants within the validity period may write to the Company Secretary, Ranbaxy Laboratories Limited, Plot No. 90, Sector 32, Gurgaon-122001 (Haryana), for obtaining payment in lieu of such warrants.

8. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 9.30 A.M. to 1.00 P.M. except on holidays.
9. The Certificate from the Auditors of the Company certifying that the Employees Stock Option Schemes of the Company are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the general body will be placed at the Annual General Meeting.
10. Members seeking any information relating to the Accounts may write to the Company at Plot No. 90, Sector 32, Gurgaon-122001 (Haryana), for the attention of Mr. Sushil K. Patawari, Company Secretary at the earliest.
11. Members/Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
12. Members who hold shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members are advised to avail of the nomination facility by filing Form 2B in their own interest. Blank forms will be supplied by the Company on request. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
13. The Register of Directors' shareholding will be available for inspection at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

Brief Resume and other information in respect of Directors seeking appointment at the Annual General Meeting pursuant to Clause 49 of the Listing Agreement

ITEM NO. 2

Dr. Tsutomu Une aged about 65 years is a Graduate from Hokkaido University School of Veterinary Medicine and holds Ph.D. in Microbiology. He was appointed as a Director on the Board of the Company on December 19, 2008 and Chairman of the Board of Directors on May 24, 2009.

Dr. Une joined Daiichi Pharmaceutical Company Limited (Daiichi), Japan in April, 1970 and held many important managerial positions. He was inducted on the Board of Daiichi in June 1999 and subsequently served as Managing Director for various functions during October 2002 to June 2006, when he was promoted as Representative Senior Managing Director, Global Corporate Strategy of Daiichi.

Daiichi Sankyo Company Limited (Daiichi Sankyo) was established in 2005, through the merger of Daiichi Pharmaceutical Company Ltd. and Sankyo Company Limited, the two leading Japanese pharmaceutical companies. Dr. Une has been a member of the Board of Directors of Daiichi Sankyo since September, 2005.

He is member of the following Committees of the Board of Directors of the Company:

1. Compensation Committee
2. Audit Committee
3. Science Committee

4. Nomination Committee - Chairman
5. Shareholders/Investors Grievance and Share Transfer Committee
6. ESOPs Allotment Committee
7. Allotment Committee (ESOP 2011)

Dr. Une is neither a Director on the Board nor holds committee membership of any other Indian company.

Dr. Une does not hold any shares in the Company.

Nature of expertise in specific functional area - Business Management

The Board of Directors considers that in view of the background and experience of Dr. Une, it would be in the interest of the Company to re-appoint him as a Director of the Company.

The Board recommends the Resolution for approval of the Shareholders.

Dr. Une is interested or concerned in the proposed Resolution. None of the other Directors are interested or concerned in the proposed Resolution.

ITEM NO. 3

Mr. Rajesh V. Shah, aged about 61 years has obtained his Master of Arts degree from the University of Cambridge, UK and Master in Business Administration degree from the University of California, Berkeley. He also attended an Executive Management Programme at the Harvard Business School, USA. He was appointed as a Director on the Board of the Company on December 19, 2008.

Mr. Shah is the Co-Chairman and Managing Director of Mukand Ltd. He has in the past served as an Independent Director on the Board of Directors of ONGC Limited and Hindustan Petroleum Corporation Limited. He has also served as President of the Confederation of Indian Industry (CII) and held leadership positions in the Young Presidents Organization (YPO).

Mr. Shah was Chairman of the Advisory Board for the India Japan Global Partnership Summit 2011 and remains so for the 2013 Summit.

He is member of the following Committees of the Board of Directors of the Company:

1. Compensation Committee-Chairman
2. Audit Committee
3. Nomination Committee

He is Director and member of Committees of the Boards of the following other Indian companies:

Directorship

Mukand Ltd. - Co-Chairman & Managing Director

Mukand Engineers Ltd. - Chairman

Jeewan Ltd.

MIEL e-Security Private Ltd.

Rajvi Engineering & Investments Pvt. Ltd.

Akhil Investments & Trades Pvt. Ltd.

Kshitij Holdings & Engineering Pvt. Ltd.

Jyoti Shah Premises & Investments Pvt. Ltd.

Kalyani Mukand Ltd.

Bengal Port Pvt. Ltd.

Amar Jyoti Agro Co. Pvt. Ltd.

Amivir Agro Co. Pvt. Ltd.

Anant Jeewan Agro Co. Pvt. Ltd.

Sunnydays Agro Co. Pvt. Ltd.

Kulpi Port Holding Pvt. Ltd.

KVS Energy Pvt. Ltd.

Rajpriya Agro Co. Pvt. Ltd.

Eastern Gateway Terminals Pvt. Ltd.

Member of Committees of the Boards

Mukand Engineers Ltd. - Shareholders'/Investors' Grievances Committee

Mr. Rajesh V. Shah does not hold any shares in the Company.

Nature of expertise in specific functional area - Business Management

The Board of Directors considers that in view of the background and experience of Mr. Shah, it would be in the interest of the Company to re-appoint him as a Director of the Company.

The Board recommends the resolution for approval of the shareholders.

Mr. Shah is interested or concerned in the proposed Resolution. None of the other Directors are interested or concerned in the proposed Resolution.

ITEM NO. 5

The Board of Directors of the Company appointed Dr. Kazunori Hirokawa as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company effective May 9, 2012 and he holds office upto the date of this Annual General Meeting.

Dr. Hirokawa aged about 61 years is a Graduate from University of Tokyo and received M.D. & Ph.D degrees from Tokyo Medical and Dental University. He did research in Cardiovascular Medicine and had trainings in Clinical Pharmacology at Royal Postgraduate Medical School, University of London.

Dr. Hirokawa held important managerial positions in Daiichi Pharmaceutical Company Limited (Daiichi), Japan and in June 2003 was inducted on the Board of Directors of Daiichi.

Daiichi Sankyo Company Limited (Daiichi Sankyo) was established in 2005, through the merger of Daiichi Pharmaceutical Company Ltd. and Sankyo Company Limited, the two leading Japanese pharmaceutical companies. Dr. Hirokawa held important positions in Daiichi Sankyo and served as Executive Vice President, Daiichi Sankyo Inc. U.S.A. till April 2007 when he was appointed as Head of R&D Division of Daiichi Sankyo. In April 2010, he was made Senior Executive Officer, Head of R&D Division. Dr. Hirokawa was inducted on the Board of Directors of Daiichi Sankyo in June 2010 and was subsequently appointed as Head of Corporate Strategy Division of Daiichi Sankyo in April 2012.

He is the Chairman of the Science Committee of the Board of Directors of the Company.

Dr. Hirokawa is neither a Director on the Board nor holds Committee membership of any other Indian company.

Dr. Hirokawa does not hold any shares in the Company.

Nature of expertise in specific functional area - Pharmaceuticals

The Company has received Notice along with requisite deposit of Rs.500 from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Dr. Kazunori Hirokawa as a Director of the Company.

The Board of Directors considers that in view of the background and experience of Dr. Hirokawa, it would be in the interest of the Company to appoint him as a Director of the Company.

The Board recommends the Resolution for approval of the Shareholders.

Dr. Hirokawa is interested or concerned in the proposed Resolution. None of the other Directors are interested or concerned in the proposed Resolution.

ITEM NO. 6

The Shareholders of the Company at the Annual General Meeting held on May 8, 2012 approved the payment of remuneration of Rs.5 million to each of the Non-Executive Non-Independent Directors and Rs.10 million to each of the Non-Executive Independent Directors for the year 2011, 2012 & 2013. Post approval of the Central Government, the Non-Executive Directors were paid remuneration for the year 2011 as approved by the Shareholders. Dr. Kazunori Hirokawa was appointed as Non-Executive Director effective May 9, 2012. Approval of the Shareholders is being sought to pay him remuneration of Rs.3.25 million for the period from May 9, 2012 to December 31, 2012 and Rs.5 million for the financial year 2013 at par with other Non-Executive Non-Independent Directors, subject to requisite approval of the Central Government.

The Board recommends the Resolution for approval of the Shareholders.

Dr. Hirokawa is interested or concerned in the proposed Resolution. None of the other Directors are interested or concerned in the proposed Resolution.

By Order of the Board

Place: Gurgaon
Dated: March 12, 2013

Sushil K. Patawari
Company Secretary

RANBAXY

LABORATORIES LIMITED

Registered Office : A-41, Industrial Area Phase-VIII-A, Sahibzada Ajit Singh Nagar (Mohali) - 160 071 (Punjab)

Attendance Slip

**52nd Annual General Meeting
May 7, 2013**

DP ID

Folio No./Client ID

Full Name of the Shareholder / Proxy attending the Meeting

.....
(First Name)

.....
(Second Name)

.....
(Surname)

FIRST HOLDER / JOINT HOLDER/PROXY

(Strike out whichever is not applicable)

FULL NAME OF FIRST HOLDER

(If Joint Holder / Proxy attending)

.....
(First Name)

.....
(Second Name)

.....
(Surname)

.....
Signature of the Shareholder / Proxy

Please note that no gifts / Company products will be given at the Meeting



RANBAXY

LABORATORIES LIMITED

Registered Office : A-41, Industrial Area Phase-VIII-A, Sahibzada Ajit Singh Nagar (Mohali) - 160 071 (Punjab)

PROXY FORM

DP ID

Folio No./Client ID

I/We of

.....
(Full Address)

in the State of being a member(s) of Ranbaxy Laboratories Limited

hereby appoint

(Name in Blocks)

of in the State of or failing

.....
(Address)

him/her of

.....
(Name in Blocks)

.....
(Address)

in the State of as my / our proxy to vote for me / us and on my / our behalf at the 52nd Annual General Meeting of the Company to be held on **Tuesday May 7, 2013, at 11.00 A.M. at Auditorium of The National Institute of Pharmaceutical Education and Research (NIPER), Sector-67, SAS Nagar (Mohali) - 160 062 (Punjab)** and at any adjournment thereof.

As WITNESS my / our hand / hands is / are affixed this day of 2013.

(Date)

(Month)

Affix
15 Paise
Revenue
Stamp

Signature.....

- Note :
1. The proxy need not be a member of the Company.
 2. The proxy form duly signed across 15 paise Revenue Stamp should reach the Company's Registered Office at least 48 hours before the time of the meeting.
 3. The Shareholder may vote either for or against each resolution.