

## MYLAN LABORATORIES LIMITED

CIN: U24231TG1984PLC005146

Registered Office: Plot No 564/A/22, Road No 92, Jubilee Hills, Hyderabad – 500096, Telangana

Tel: +91-40-30866666, 23550543, Fax: 30866699, Website: [www.mylan.in](http://www.mylan.in)

Email id: [mylan.india@mylan.in](mailto:mylan.india@mylan.in)

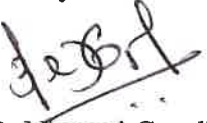
Dear Members,

You are cordially invited to attend the Extra-ordinary General Meeting (“EGM”) of the members of Mylan Laboratories Limited (the “**Company**”) to be held on Monday, March 23, 2020 at 11.30 a.m. at the registered office of the Company situated at Plot No 564/A/22, Road No 92, Jubilee Hills, Hyderabad – 500096, Telangana.

The notice of the meeting, containing the business to be transacted, is enclosed herewith.

By order of the Board

For Mylan Laboratories Limited

  
(B. Nagaraj Goud)  
Company Secretary  
Membership No. : A19038



Place: Hyderabad

Date: December 20, 2019

Enclosures:

1. Notice of the Extra-ordinary General Meeting
2. Attendance slip
3. Proxy form
4. Route Map to the venue of the EGM

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### NOTICE

Notice is hereby given that the Extra-ordinary General Meeting (“EGM”) of the members of Mylan Laboratories Limited will be held on Monday, March 23, 2020 at 11.30 a.m. at the registered office of the Company at Plot No 564/A/22, Road No 92, Jubilee Hills, Hyderabad – 500096, Telangana, to transact the following special businesses:

**1. TO RE-APPOINT MR. RAJIV KRISHAN LUTHRA (DIN-00022285) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the Members hereby approve the re-appointment of Mr. Rajiv Krishan Luthra (DIN-00022285) as an Independent Director of the Company for a period of five years with effect from March 30, 2020 up to March 29, 2025.”

**2. TO RE-APPOINT MR. MOHIT SARAF (DIN-00057284) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

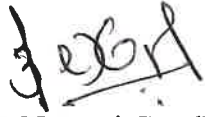
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the Members hereby approve the re-appointment of Mr. Mohit Saraf (DIN-



00057284), as an Independent Director of the Company for a period of five years with effect from March 30, 2020 up to March 29, 2025.”

By order of the Board

For **Mylan Laboratories Limited**



(B. Nagaraj Goud)

Company Secretary

Membership No. : A19038



Place: Hyderabad

Date: December 20, 2019

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE OR AT THE REGISTRAR AND SHARE TRANSFER AGENT'S OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE EGM.**
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 ("Act"), a person can act as a proxy on behalf of not more than fifty members and holding in aggregate more than ten percent of the total share capital of the Company carrying voting rights.
3. An Explanatory Statement pursuant to Section 102(1) of the Act with respect to special business set out in the Notice is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the EGM.
5. Members/Proxies are requested to bring duly filled in attendance slips sent herewith for attending the EGM.
6. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to the Company's Registrar and Share Transfer Agents. The prescribed form in this regard may also be obtained from the Company's Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
7. Members are requested to notify immediately any change in their address or email IDs to the Registrar and Share Transfer Agent.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF  
THE COMPANIES ACT, 2013**

The following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 and 2 of the accompanying Notice:

**Item No. 1 & 2:**

The Members of the Company on August 14, 2015 approved the appointment of Mr. Rajiv Krishan Luthra (DIN-00022285) and Mr. Mohit Saraf (DIN-00057284) as Independent Directors of the Company for a period of five years with effect from March 30, 2015. Mr. Rajiv Luthra and Mr. Mohit Saraf will complete their respective terms on March 29, 2020.

The Board of Directors of the Company (“the Board”) at the meeting held on December 20, 2019, on the recommendation of Nomination and Remuneration Committee (“the Committee”), recommended for the approval of the Members, the re-appointment of Mr. Rajiv Krishan Luthra (DIN-00022285) and Mr. Mohit Saraf (DIN-00057284) as Independent Directors of the Company, for a second term of five years, with effect from March 30, 2020 up to March 29, 2025, not liable to retire by rotation.

The Committee and the Board are of the view that, given the knowledge, experience, background and performance of Mr. Rajiv Krishan Luthra and Mr. Mohit Saraf, their continued association as Independent Directors would benefit the Company. The Company has received declarations from Mr. Rajiv Krishan Luthra and Mr. Mohit Saraf stating that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Rules framed thereunder. In the opinion of the Board, Mr. Rajiv Krishan Luthra and Mr. Mohit Saraf fulfil the conditions specified in the Act and the Rules thereunder for re-appointment as Independent Directors and they are independent of the management of the Company.

Requisite notice(s) under Section 160 of the Act proposing the re-appointment of Mr. Rajiv Krishan Luthra and Mr. Mohit Saraf as Independent Directors have been received by the Company.

The terms and conditions of their appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the EGM till the conclusion of the EGM.



In compliance with the provisions of Section 149 read with Schedule IV to the Act, their re-appointment as Independent Directors is now being placed before the members for their approval by way of Special Resolution.

Mr. Rajiv Krishan Luthra and Mr. Mohit Saraf, and their relatives, are interested in the Special Resolutions relating to their respective re-appointment. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is in any way, concerned or interested, in these Special Resolutions.

The Board recommends the Special Resolutions at Item No. 1 & 2 of this Notice for approval of the members.

Additional information in respect of Mr. Mr. Rajiv Krishan Luthra and Mr. Mohit Saraf, as required to be provided under the Act and the Rules made thereunder is as follows:

Mr. Rajiv Krishan Luthra is the Founder and Managing Partner of L & L Partners, Law Offices and has over three decades of experience as a trusted advisor to the Indian government and top domestic and international corporations. He has been inducted in the M&A Hall of Fame, New York and is recipient of various awards including - 'International Jurists Awards 2013' for his "unique contribution in the field of International Cross-border transactions and Banking & Finance Law in India."; '2012 Lifetime Achievement Award' for his "accomplishments and achievements in The International M&A Sector" by the 4th Annual International M&A Advisor Awards 2012 in New York ; and 'National Law Day Award' for his "singular contribution to the practice of corporate and commercial law in India and for being one of the country's earliest pioneers in international transaction lawyering" by the Hon'ble Prime Minister of India.

Mr. Mohit Saraf is a Senior Partner with L & L Partners, Law Offices and heads the corporate practice at the Firm. With over 25 years of experience across areas including Corporate, M&A and Private Equity, he has advised major global and Indian companies and has been involved in the closing of several major M&A and Private Equity transactions. He has appeared before the Parliamentary Committee on the issue of Civil Liability for Nuclear Damage Act, 2010. He is the recipient of various national and international awards and is listed as a BAND 1 M&A LAWYER in WHO's WHO BUSINESS LAWYERS, Chambers Asia Leading Lawyers, Asia Pacific Legal 500 and Practical Law Company. Additionally, he has over 50 publications in various national and international journals and magazines like Financial Worldwide, Finance Yearbook by PLC, Economic Times, Business Standard, Financial Express, Powerline, Tele.net, India Infrastructure, India Business Law Journal and SIAC Yearbook.



Details of Directors seeking re-appointment at the EGM:


| <b>Particulars</b>  | <b>Mr. Rajiv Krishan Luthra</b>  | <b>Mr. Mohit Saraf</b>                      |
|---|--|---|
| <b>Date of Birth</b>  | August 1, 1957   | November 19, 1966                           |
| <b>Date of first appointment on Board</b>                       | March 30, 2015   | March 30, 2015                              |
| <b>Qualification</b>  | LL.M   | LL.M  |
| <b>Experience (years)</b>                                       | 35   | 25  |
| <b>Remuneration sought to be paid</b>                           | NIL  | NIL   |
| <b>Last drawn remuneration</b>                                  | Not Applicable   | Not Applicable                              |
| <b>Shareholding in the Company</b>                              | NIL  | NIL   |
| <b>Relationship with other Directors, Managers / KMPs</b>       | No Relation  | No Relation                                 |
| <b>Number of meetings of the Board attended during the year</b> | 1  | 1   |
| <b>Other Directorships</b>                                      | <ol style="list-style-type: none"> <li>1. TV18 Broadcast Limited</li> <li>2. Paani Foundation</li> <li>3. AFC Network India Private Limited</li> <li>4. VLCC Health Care Limited</li> <li>5. Mylan Laboratories India Private Limited</li> <li>6. DLF Limited</li> <li>7. Network18 Media &amp; Investments Limited</li> </ol> | 1. Mylan Laboratories India Private Limited |



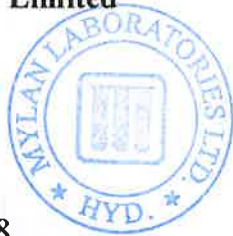
|  |  |     |
|--|--|-----|
| <b>Memberships /<br/>Chairmanships of<br/>committees of other<br/>Boards</b> | Symphony International<br>Holdings Limited | NIL |
|--|--|-----|

By order of the Board

For **Mylan Laboratories Limited**



(B. Nagaraj Goud)  
Company Secretary  
Membership No. : A19038



Place: Hyderabad

Date: December 20, 2019



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**ATTENDANCE SLIP  
(Extra-ordinary General Meeting)**

Regd. folio no. .... No. of shares held.....

\*Demat a/c no. .... DP Id no. ....

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Mylan Laboratories Limited.

I hereby record my presence at the Extra-ordinary General Meeting of the Company at Plot No 564/A/22, Road No 92, Jubilee Hills, Hyderabad - 500096, Telangana on Monday, the 23<sup>rd</sup> March, 2020 at 11.30 A.M.

.....  
Member's/Proxy's/Representative's name

.....  
Signature of Member/Proxy/Representative

\*Applicable if shares are held in electronic form.

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of annual report to the meeting.



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### 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 U24231TG1984PLC005146  
Name of the Company Mylan Laboratories Limited  
Registered office Plot No 564/A/22, Road No 92, Jubilee Hills, Hyderabad - 500096, Telangana  
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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Monday, the 23<sup>rd</sup> day of March, 2020 at 11.30 a.m. at Plot No 564/A/22, Road No 92, Jubilee Hills, Hyderabad - 500096, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Resolution  | For | Against |
|---------|---|-----|---------|
| 1       | To re-appoint Mr. Rajiv Krishan Luthra (DIN-00022285) as an Independent Director of the Company |     |         |
| 2       | To re-appoint Mr. Mohit Saraf (DIN-00057284) as an Independent Director of the Company          |     |         |

Signed this..... day of.....2020.

Signature of shareholder.....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 EGM.



**Route Map to the EGM Venue**

**Mylan Laboratories Limited**

**Plot No 564/A/22, Road No 92, Jubilee Hills, Hyderabad, Telangana 500096**

