

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for adoption of new Articles of Association of the Company is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. G Raghu Babu, Company Secretary in Practice, Partner, M/s. R & A Associates, Company Secretaries, Hyderabad (Membership No. F4448 & Certificate of Practice No. 2820), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday, 17 September 2015 (6.00 PM IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced on Friday, 18 September 2015, at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website www.drreddys.com.

Resolution

Item no. 1-Adoption of new Articles of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution by means of postal ballot and e-voting :

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Sd/-
Sandeep Poddar
Company Secretary

Place: Hyderabad
Date: 30 July 2015

Notes

1. The statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 7 August 2015. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 7 August 2015 will be considered for the purpose of voting / e-voting.
4. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to shares@drreddys.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
7. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his / her vote through proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Thursday, 17 September 2015 (6.00 PM IST). The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on Thursday, 17 September 2015 (6.00 PM IST), it will be considered that no reply from the Member has been received.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced on Friday, 18 September 2015, at the Registered Office of the Company at 8-2-337, Road No.3, Banjara Hills, Hyderabad-500 034, Telangana, India. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website www.drreddys.com.
11. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Thursday, 17 September 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Thursday, 17 September 2015.

Voting through electronic means

In compliance with Clause 35B of the Listing Agreement and Section 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e- voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e- voting facility to all its Members.

The instructions for e- voting are as follows:

1. Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their user ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :

- a. Open the PDF file titled '**Dr. Reddy's Laboratories Limited- Postal Ballot.pdf**', using your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.

If you are already registered with NSDL for e-voting, you will not receive this PDF file, you can use your existing user ID and password for Login. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com. The existing user-ID is your Demat account number which is (DP-ID + CLIENT-ID). For e.g.: In case the DP ID is IN600570 and Client ID is 20004951 then User-ID will be IN60057020004951.

- b. Open the Internet browser and type the following URL : <https://www.evoting.nsd.com>.
- c. Click on Shareholder – Login.
- d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
- e. The Password change menu will appear. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or combination of the two. Please take utmost care to keep your password confidential.
- f. Once, the e- voting home page opens, click on e- voting > Active Voting Cycles.
- g. Select 'EVEN' (E-Voting Event Number) of "Dr. Reddy's Laboratories Limited" Once you select the number, the Cast Vote page will open. Now you are ready for e-voting.

Members can cast their vote online from Wednesday, 19 August 2015 (9.00 AM IST) till Thursday, 17 September 2015 (6.00 PM IST).

- h. Cast your vote by selecting your favoured 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, it cannot be modified.
 - i. Institutional Members (i.e. members other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant board resolution / authorization 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: driscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who have receive the physical Postal Ballot Forms, the following instructions may be noted :
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from a. to i. mentioned above, in point 1 order to successfully cast your vote.
 3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e- voting user manual for Members available in the 'Downloads' section of www.evoting.nsd.com.
 4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

5. The e-voting period commences on Wednesday, 19 August 2015 (9.00 AM IST) and ends on Thursday, 17 September 2015 (6.00 PM IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. Friday, 7 August 2015, may cast their vote electronically. The e- voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
6. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the relevant date, i.e. Friday, 7 August 2015.

Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item no. 1

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

The proposed draft of new Articles of Association is available on the Company's website at www.drreddys.com for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.1 of the Notice.

The Board recommends the Special Resolution set out at item No.1 of the Notice for approval by the Members.

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 working hours on all working days form date of dispatch of the notice, up to the date of last date of voting i.e. Thursday, 17 September, 2015.

By Order of the Board

Place : Hyderabad
Date : 30 July 2015

Sd/-
Sandeep Poddar
Company Secretary



Dr. Reddy's Laboratories Ltd.
 8-2-337, Road No. : 3, Banjara Hills,
 Hyderabad - 500 034, Telangana,
 India.
 CIN: L85195TG1984PLC004507

Tel : + 91 40 4900 2900
 Fax : + 91 40 4900 2999
 Email : mail@drreddys.com
 www.drreddys.com

POSTAL BALLOT FORM

Postal Ballot Form No.:

Name and Registered address of the Sole / First Named Member :

Name(s) of the Joint holder(s) if any :

Registered Folio No./ DP ID & Client ID No.*
 (*Applicable to members holding shares in dematerialized form)

Number of equity shares held :

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated **30 July 2015** of Dr. Reddy's Laboratories Limited ("the Company") by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark in the appropriate column below.

Item No.	Details of Resolution	No. of equity shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution under Section 14 of the Companies Act, 2013 for adoption of new Articles of Association of the Company.			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting event number)	USER ID	PASSWORD
102472		

Notes :

1. Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer : Thursday, 17 September 2015 (6.00 PM IST)

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer by post / courier.
Mr. G Raghu Babu
Scrutinizer, Dr. Reddy's Laboratories Limited
8-2-337, Road No. 3, Banjara Hills,
Hyderabad-500 034, Telangana, India
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint holding, this Form must be completed and signed by the first named Member and in his / her absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday, 17 September 2015 (6.00 PM IST). All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of postal ballot will be announced on Friday, 18 September 2015, at the Registered Office of the Company at 8-2-337, Road No. 3, Banjara Hills, Hyderabad- 500 034, Telangana, India.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, 7 August 2015.
9. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
11. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact the Company's Registrar and Transfer Agent, M/s Bigshare Services Private Limited at 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Rajbhavan Road, Hyderabad- 500 082, Telangana, India or send an email at bsshdy@bigshareonline.com.
12. The Members can opt for only one mode of voting i.e., either by physical Postal Ballot Form or e-voting. The voting, both through postal ballot and through electronic mode shall commence from Wednesday, 19 August 2015 (9.00 AM IST) and shall end on Thursday, 17 September 2015 (6.00 PM IST). In case, member(s) cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
13. **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**
 - A) FOR NEW USERS :
 1. User ID and Password for e-voting is provided in the table given overleaf. Please note that the Password is an Initial Password.
 2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 3. Click on Shareholder - Login.
 4. Enter the user ID and password (as initial password noted in step (1) above). Click on Login.
 5. The Password Change Menu appears. Change to a new password of your choice, making sure that it contains a minimum 8 digits or characters or combination of the two. Please take utmost care to keep your password confidential.
 - B) FOR EXISTING USERS :
 1. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 2. Click on Shareholder - Login.
 3. Type in your existing user ID and password and Click Login. The existing user ID is your Demat account number which is (DP-ID + Client-ID). Example : If DP-ID is IN600570 and Client ID is 20004951, then the User-ID will be IN60057020004951. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 - C) COMMON STEPS TO BE FOLLOWED BY BOTH (A) & (B) ABOVE, POST ENTERING OF USER ID & PASSWORD & LOGIN :
 1. Once, the e-voting home page opens, click on e-voting> Active Voting Cycles.
 2. 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. Members can cast their vote online from Wednesday, 19 August 2015 (9.00 AM IST) till Thursday, 17 September 2015 (6.00 PM IST). Note: e-voting shall not be allowed beyond the said time.
 3. Cast your vote by selecting your favoured option and click "Submit". Also click "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Please note that once vote is cast on the selected resolution, it cannot be modified.
 4. Institutional shareholders (i.e., members other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with 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 with a copy marked to evoting@nsdl.co.in.