

## NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of Cadila Pharmaceuticals Limited will be held on Wednesday, August 14, 2024 at 11:00 AM at the Registered Office of the Company at "Cadila Corporate Campus", Sarkhej- Dholka Road, Bhat, Ahmedabad, Gujarat- 382210, to transact following business:

### ORDINARY BUSINESS

1. Consider and adopt the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, the Consolidated Financial Statements for the said financial year and the reports of Board of Directors and Auditors thereon.
2. Appointment of M/s. Mukesh M. Shah & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company for a further period of 5 years.
3. Re-appointment of Mr. Ramesh R. Choksi (DIN: 06636737), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. To appoint Mr. Rajiv R. Modi (DIN: 10276899) as a Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rajiv R. Modi (DIN: 10276899) who was appointed as an Additional Director of the Company on July 18, 2024 and holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him signifying his intention to propose candidature for the office of Director, be and is hereby appointed as Director of the Company with effect from the date of this Meeting, liable to retire by rotation."

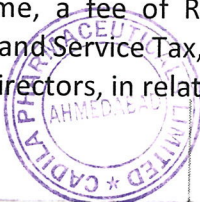
5. To ratify the remuneration of Cost Auditors

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

#### Constrain

**"RESOLVED THAT**, pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, a fee of Rs.4,95,000/- (Rupees Four Lakh Ninety Five Thousand Only) plus Goods and Service Tax, as applicable, and out-of-pocket expenses, as approved by the Board of Directors, in relation to the carrying out of the audit of cost

*The Care Continues...*



records by M/s. Dalwadi and Associates, Cost Accountants, for the financial year commencing 1<sup>st</sup> April, 2024, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Date : July 18, 2024**

**Place : Ahmedabad**

**By order of the Board  
For Cadila Pharmaceuticals Limited**



*Ramesh R. Choksi*

**Ramesh R. Choksi  
Whole-time Director  
DIN: 06636737**



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
3. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM.
5. The Company not being a listed company and does not having more than one thousand shareholders, provisions of section 108 read with the Companies (Management and Administration) Rules, 2014 relating to providing facility to the members to exercise their right to vote through electronic means, are not applicable.
6. All documents referred to in the accompanying Notice, Register of Directors & Key Managerial Personnel shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS**

**Item No. 4**

Mr. Rajiv R Modi, was appointed as an Additional Director of the Company under section 161(1) of the Companies Act, 2013 on July 18, 2024 to hold office up to the date of this Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from him signifying intention to propose his candidature for the office of Director and, in order to regularize his appointment as a Director, the approval of Members is required.

None of the Directors, Key Managerial Personnel and their relatives other than Dr. Rajiv I. Modi is interested in the aforesaid resolution.

The Board recommends to the Members, the appointment of Mr. Rajiv R Modi as Director of the Company.

**Item No. 5**

The Board of Directors at its meeting held on July 18, 2024, on recommendation of the Audit and Finance Committee, has approved appointment of M/s. Dalwadi and Associates, Cost Accountants, Ahmedabad (Firm Registration No. 000338) as Cost Auditors to conduct the audit of the cost accounts/records maintained by the Company for the Financial Year 2024-2025 at a remuneration of Rs. 4,95,000/- (Four Lakhs Ninety Five Thousand Only) plus taxes as applicable.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors is required to be ratified by the members of the Company.

None of the directors and key managerial personnel of the Company, or their relatives, is interested in this resolution.


The Board recommends this resolutions for your approval.

Date : July 18, 2024

Place : Ahmedabad

By order of the Board  
For Cadila Pharmaceuticals Limited



  
Ramesh R. Choksi  
Whole-time Director  
DIN: 06636737