

NOTICE

NOTICE is hereby given that the **Thirtieth Annual General Meeting** of the Members of Cadila Pharmaceuticals Limited will be held on Monday, July 11, 2022 at 11:30 A.M. (IST) through Video Conference /Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company including Audited Balance Sheet as at March 31, 2022 and Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2022.
3. To re-appoint Mr. Jaswinder Matharu (DIN 00416137), as a Director of the Company, who retires by rotation and, being eligible offers himself for re-appointment.
4. To re-appoint Mr. Ajit Singh (DIN 02525853), as a Director of the Company, who retires by rotation and, being eligible offers himself for re-appointment.
5. **To revise remuneration of Statutory Auditors.**

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 139 and other applicable provision, if any, of the Companies Act, 2013 and rules made thereunder, the remuneration of M/s. Mukesh M. Shah & Co., Chartered Accountants, Ahmedabad, (Firm Registration no. 102265W) as Statutory Auditors of the Company be revised from Rs. 24.50 Lakhs to Rs. 27.00 Lakhs and applicable taxes from the Financial Year 2022 – 2023."

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."



SPECIAL BUSINESS

6. To approve remuneration of Cost Auditors.

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 the Companies Act, 2013 and rules made thereunder, the remuneration of M/s. Dalwadi and Associates, Cost Accountants, Ahmedabad (Firm Registration No. 000338) as Cost Auditors of the Company whose appointment and remuneration has been recommended by the Audit Committee and subsequently approved by the Board meeting held on June 29, 2022, to conduct the Audit of the Cost Accounts / records maintained by the Company in respect of manufacturing of its products for the Financial Year 2022 – 2023 at a remuneration of Rs. 4,50,000/- (Four Lakhs Fifty Thousand) plus applicable taxes, be and is hereby ratified and approved.

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 : June 29, 2022

Place : Ahmedabad

Registered Office :


"Cadila Corporate Campus"

Sarkhej Dholka Road, Bhat

Ahmedabad - 382 210.

BY ORDER OF THE BOARD

For, **CADILA PHARMACEUTICALS LIMITED**



Manoj Kumar Srivastava
Company Secretary



NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 Dated April 13, 2020, dated May 05, 2020 read with circulars No. 20/2020 Dated May 05, 2020 and Circular no. 02/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), the AGM of the Company is being held through VC / OAVM.
2. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Annexure A to the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee and Nomination and Remuneration Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at Secretarial@cadilapharma.co.in.
4. 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.
5. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company on www.cadilapharma.co.in for inspection by the Members.
6. 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.



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

Item No. 6

On recommendation of the Audit Committee, the Board of Directors at its Meeting held on June 29, 2022, appointed 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 2022 – 2023 at a remuneration of Rs. 4,50,000/- (Four Lakhs Fifty Thousand) plus taxes as applicable.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be approved by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

Date : June 29, 2022

Place : Ahmedabad

Registered Office :
"Cadila Corporate Campus"
Sarkhej Dholka Road, Bhat
Ahmedabad - 382 210.

BY ORDER OF THE BOARD

For, **CADILA PHARMACEUTICALS LIMITED**


Manoj Kumar Srivastava
Company Secretary

