

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of Cadila Pharmaceuticals Limited will be held on Friday, August 25, 2023 at 2:00 PM at the registered office of the Company to transact following business:

ORDINARY BUSINESS

1. Consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2023, the Consolidated Financial Statements for the said financial year and the reports of Board of Directors and Auditors thereon.
2. Re-appoint Dr. Abhijat Sheth (DIN 07937206), as a director of the Company, who retires by rotation and, being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. Approval to avail Stand by Letter of Credit (SBLC) facility

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, the consent of the Shareholders be and are hereby accorded to avail Stand by Letter of Credit (SBLC) upto an amount of GBP 1.05 million from Bank of Baroda Bank in favour of HSBC Bank (UK) granting financial facility to Cadila Pharmaceuticals (UK) Limited, a step-down subsidiary.

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."

4. 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:

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.4,50,000/- (Rupees Four Lakh Fifty 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 records by M/s. Dalwadi and Associates, Cost Accountants, for the financial year commencing 1st April, 2023, 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 : June 22, 2023
Place : Ahmedabad

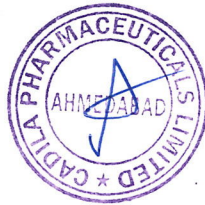


By order of The Board
For Cadila Pharmaceuticals Limited


Akhilesh Jain
Company Secretary

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. 3**

The Board of Directors at its meeting held on June 22, 2023, has approved availing stand by letter of Credit (SBLC) facility from Bank of Baroda in favour of HSBC Bank (UK) giving granting financial facility to Cadila Pharmaceuticals (UK) Limited, a step-down subsidiary for its business purpose. Pursuant to Section 185 of the Companies Act, 2013, the consent of the shareholders by way of special resolution is required.

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.

Item No. 4

The Board of directors at its meeting held on June 22, 2023, 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 2023-2024 at a remuneration of Rs. 4,50,000/- (Four Lakhs Fifty Thousand) 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 : June 22, 2023
Place : Ahmedabad

By order of The Board
For Cadila Pharmaceuticals Limited


Akhilesh Jain
Company Secretary