

## NOTICE

NOTICE is hereby given that (01/2020-21) the Extra-Ordinary General Meeting of the Members of Emcure Pharmaceuticals Limited will be held on Monday, March 1, 2021 at 11.00 a.m. at the Corporate Office of the Company at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune – 411 057 to transact the following business:

### SPECIAL BUSINESS:

#### 1. REVISION IN BORROWING LIMITS OF THE COMPANY PURSUANT TO SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** in supersession of the resolution passed at the Annual General Meeting held on July 28, 2014, consent of the Company be and is hereby accorded, in terms of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1,500 Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

**RESOLVED FURTHER THAT** the Board of Directors or Committee thereof be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute or authorise any person to execute all such documents, instruments and writings as may be required for giving effect to the aforesaid resolution.”

**Registered Office:**  
Emcure House, T-184,  
M.I.D.C, Bhosari,  
Pune- 411026 (Maharashtra)

Place: Pune  
Date: February 4, 2021

**By Order of the Board  
For Emcure Pharmaceuticals Limited**



A handwritten signature in blue ink that reads "Jayant Prakash".

**Jayant Prakash  
Company Secretary**

### **Emcure Pharmaceuticals Limited**

**Registered Office :** Emcure House, T-184, M.I.D.C., Bhosari, Pune - 411 026. INDIA  
Phone Nos. : + 91 20 - 30610000, 40700000 Fax No. : 91 20 - 30610111  
E-mail : corporate@emcure.co.in Website : www.emcure.com CIN : U24231PN1981PLC024251

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The proxy form in the format enclosed with this notice duly completed must reach the registered office of the company not less than forty-eight hours before the time appointed for holding the meeting.
2. A person can act as proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. A proxy may not vote except on a poll.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members are requested to inform the Company any changes in their address to their respective depository participants.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. The relevant details/disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India are also annexed.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any changes in address or demise of any member as soon as possible.
8. Members may note that the Notice of the Extra-Ordinary General Meeting is available on the Company's website [www.emcure.com](http://www.emcure.com).

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure in accordance with the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

### Item No.1

Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

The members of the Company at their meeting held on July 28, 2014 had authorized the Company to borrow up to a sum of Rs. 1,200 Crores.

Considering the future expansion plans of the Company and other capital expenditure programs and also additional long term working capital requirements of the Company & its Subsidiaries, it is expected that the limit of Rs. 1,200 Crores sanctioned by the members will not be adequate. The consent of the members is therefore, sought in accordance with the provisions of Section 180 (1) (c) of the Companies Act, 2013 to enable the Directors to borrow monies in one or more tranches, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1,500 Crores or the aggregate of the paid-up capital & free reserves of the Company, that is to say, reserves not set apart for any specific purpose of the relevant time, whichever is higher.

The Board of Directors recommend this resolution as Special Resolution for the approval of the members.

None of the Directors and the Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the resolution.

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For Emcure Pharmaceuticals Limited



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Jayant Prakash

Company Secretary

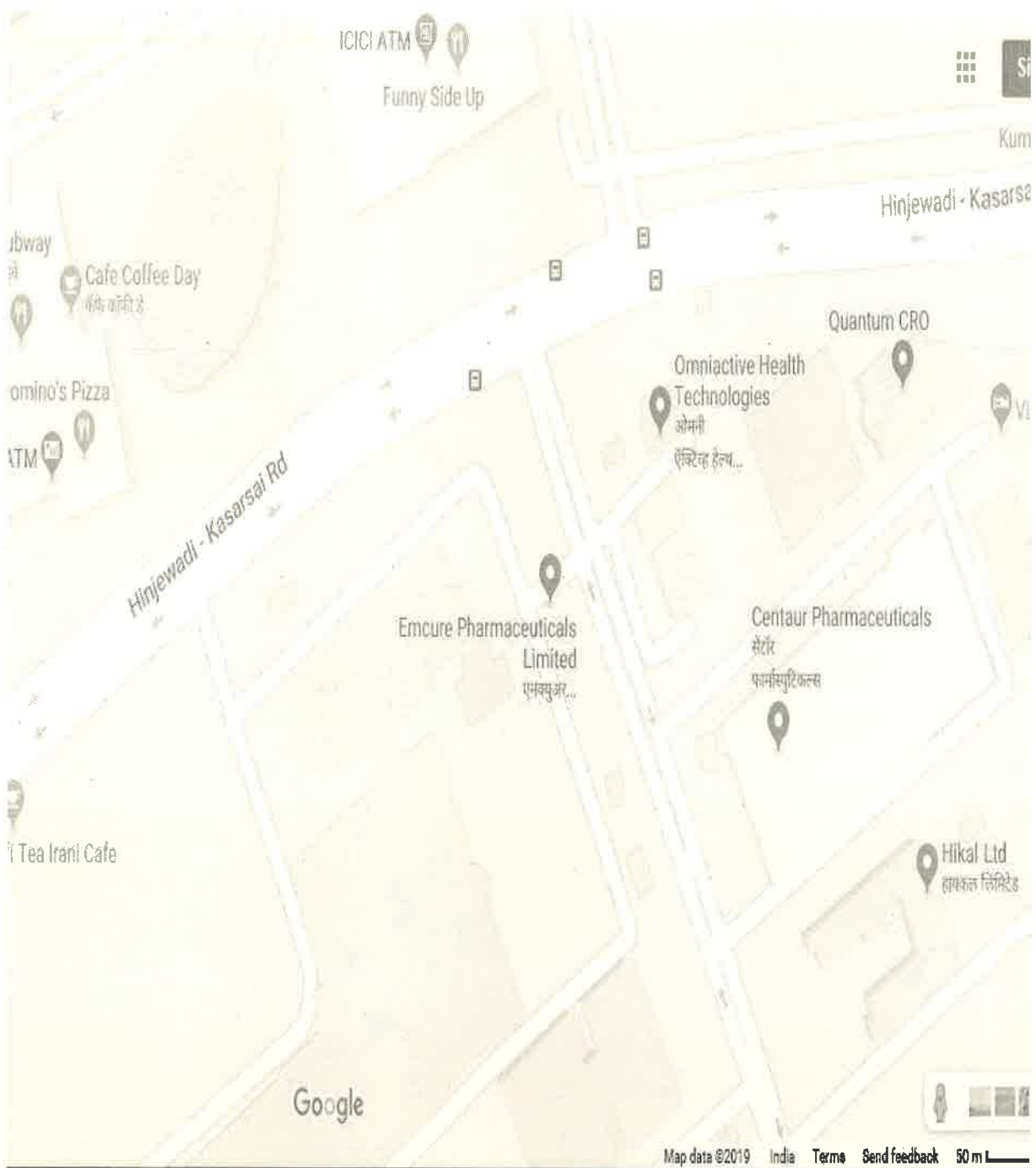
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## ROUTE MAP FOR THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING



### Extra-Ordinary General Meeting Venue:

**Emcure Pharmaceuticals Limited**

**Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune –411 057 (Maharashtra).**

**Prominent Landmark: Near Infosys Limited, Hinjawadi IT Park (Phase II)**

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**ATTENDANCE SLIP**

**EMCURE PHARMACEUTICALS LIMITED**

CIN: U24231PN1981PLC024251

**Registered Office:** Emcure House, T-184, M.I.D.C., Bhosari, Pune- 411026

Phone: 020-30610000, 40700000, E-mail id: [company.secretary@emcure.co.in](mailto:company.secretary@emcure.co.in),

Website: [www.emcure.com](http://www.emcure.com)

**EXTRA-ORDINARY GENERAL MEETING – March 1, 2021**

Name of the Beneficial Owner: \_\_\_\_\_

Registered Folio No. /DP ID No. /Client ID No.: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I / We certify that I/ We am/are a member/proxy for the member of the Company.

I/We hereby record my / our presence at the (01/2020-21) Extra-Ordinary General Meeting of the Company held on **Monday, March 1, 2021** at Corporate Office, Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune – 411 057 **at 11.00 AM.**

.....  
Name of attending Member/Proxy  
.....  
Member's/Proxy's Signature  
(To be signed at the time of handing over this slip)

**Note:**

1. Sign this attendance slip and hand it over at Extra-Ordinary General Meeting venue.
2. Bodies corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. In case of shares held in Demat/Electronic Form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDSL.
4. The map to reach the AGM venue is given overleaf.

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## EMCURE PHARMACEUTICALS LIMITED

Form No. MGT-11

### 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: U24231PN1981PLC024251

Name of the Company: Emcure Pharmaceuticals Ltd.

Registered office: Emcure House, T-184, MIDC, Bhosari, Pune-411026

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

3. Name: .....

Address: .....

E-mail Id: .....

Signature:.....

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, March 1, 2021** at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune – 411 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution no.	Particulars	For	Against	Abstain
1.	Revision in Borrowing Limits of the Company pursuant to Section 180 (1) (C) of the Companies Act, 2013.			

(Please indicate the manner in which you want the proxy to vote on your behalf by putting a tick mark against your choice in respect of each resolution)

Signed this ..... day of ..... 2021

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of proxy holder(s)

## Emcure Pharmaceuticals Limited

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