

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF EMCURE PHARMACEUTICALS LIMITED (“THE COMPANY”) WILL BE HELD AT A SHORTER NOTICE ON **WEDNESDAY, JUNE 05, 2024** AT 11.00 A.M. (IST) AT PLOT NO. P-1 & P-2, IT-BT PARK, PHASE -II, M.I.D.C., HINJAWADI, PUNE - 411 057, MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Report of the Board and the Auditors thereon; and
 - b) the audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Report of the Auditors thereon.
2. To appoint Dr. Mukund Gurjar (DIN: 00026843) as a Director who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2024-25:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 8,50,000/- (excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses) to be paid to M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) to conduct the audit of cost records of the Company for the Financial Year ending on March 31, 2025, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.”

Emcure Pharmaceuticals Limited

Registered Office: Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune - 411057, Maharashtra, India

Phone Nos.: +91 20 – 35070033/ 35070000 Fax No.: +91 20 3507 0060

E-mail: corporate@emcure.com Website: www.emcure.com CIN: U24231PN1981PLC024251

4. **HOLDING OF OFFICE OR PLACE OF PROFIT IN GENNOVA BIOPHARMACEUTICALS LIMITED, A SUBSIDIARY OF THE COMPANY, BY MR. ROHAN GURJAR AS ASSISTANT GENERAL MANAGER - CLINICAL RESEARCH, A RELATIVE OF MR. MUKUND GURJAR, WHOLE-TIME DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members be and is hereby accorded to continue to hold an office or place of profit in Gennova Biopharmaceuticals Limited ("Gennova"), a subsidiary of the Company, by Mr. Rohan Gurjar, a relative of Dr. Mukund Gurjar, Whole-time Director of the Company, as Assistant General Manager - Clinical Research or any other designation and role which the Board/ any Committee of the Board/ Gennova may decide from time to time, on such remuneration and other terms and conditions as may be mutually agreed between Mr. Rohan Gurjar and Gennova.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act and Rules made thereunder, the transaction(s) in respect of holding an office or place of profit in subsidiary by Mr. Rohan Gurjar, being related party of the Company, be and is hereby ratified up to the date of this meeting.

RESOLVED FURTHER THAT subject to the applicable provisions of the Act and Rules made thereunder, the terms of appointment (including remuneration) may be varied to the extent permissible without requiring the Board to secure any further consent or approval of Members of the Company and to do all such acts, deeds, matters and things in its absolute discretion, as deem necessary to give effect to the aforesaid resolution."

5. **RE-APPOINTMENT OF MRS. NAMITA THAPAR (DIN: 05318899) AS A WHOLE-TIME DIRECTOR:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification(s) or

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re-enactment(s) thereof) as recommended by Nomination and Remuneration Committee and approved by Board of Directors, the consent of the Members be and is hereby accorded for the re-appointment of Mrs. Namita Thapar (DIN: 05318899) as Whole-time Director of the Company for a period of five (5) years with effect from July 28, 2024 on the terms and conditions set out below:

- i) Salary: Not exceeding Rs. 4,50,00,000/- per annum.
- ii) Perquisites: Not exceeding Rs. 4,50,00,000/- per annum.
- iii) Performance Bonus: Not exceeding Rs. 2,00,00,000/- per annum.

RESOLVED FURTHER THAT the aforementioned remuneration shall also be the maximum remuneration payable in the event the Company has no profits/inadequate profits in any year, which may be in excess of the individual or overall limits prescribed under the Act, and that the Board, be and is hereby authorized to vary the terms of remuneration within the aforementioned limits in compliance with the provisions of the Act and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard.”

Registered Office:

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Phase II, M.I.D.C., Hinjawadi,
Pune - 411057, Maharashtra

**For and on behalf of the Board of Directors
Emcure Pharmaceuticals Limited**

Place: Pune

Date: June 04, 2024

**Sd/-
Chetan Sharma
Company Secretary
Membership No. F8352**

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NOTES:

1. The statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE SHALL BE DULY STAMPED, SIGNED AND FILLED (COMPLETED IN ALL ASPECTS) AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 12 HOURS BEFORE THE AGM.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 A PROXY FOR ANY OTHER PERSON OR MEMBER.

3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the AGM.
4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of their board resolution or any other document validly executed by its director or other authorized signatories/persons, authorizing their representative to attend and vote on their behalf at the AGM.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. All documents referred to in the Notice calling the AGM and the Explanatory Statement pursuant to Section 102 of the Act, are available with the Company for

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inspection by the Members between 9 a.m. to 12 noon upto the date of this meeting and will also be available at the venue of the AGM.

7. During the period beginning 48 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice is given in writing to the Company.
8. Route map showing directions to reach the venue of AGM is annexed.
9. Members holding shares in the dematerialized (electronic) form may update changes in their address or bank mandate with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
10. Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd., the Registrars and Transfer Agents of the Company or with the respective Depository Participant(s) for sending future communication(s) in electronic form.

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**For and on behalf of Board of Directors
Emcure Pharmaceuticals Limited**

Sd/-

Chetan Sharma

Company Secretary

Membership No. F8352

Place: Pune

Date: June 04, 2024

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:**Ratification of remuneration payable to Cost Auditors for the Financial Year 2024-25:**

Pursuant to Section 148 of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a Firm of Cost Accountants in practice as a Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor and such remuneration is required to be ratified by the Members of the Company.

The Board has approved the appointment of M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) to conduct the audit of the cost records of the Company at a remuneration of Rs. 8,50,000/- (Rupees Eight Lakh Fifty Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses, for the Financial Year ending March 31, 2025.

The Ordinary Resolution as set out in Item No. 3 of the Notice is recommended by the Board for approval and ratification by the Members in terms of Section 148 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 4:**Holding of office or place of profit in Gennova Biopharmaceuticals Limited, a subsidiary of the Company, by Mr. Rohan Gurjar- Assistant General Manager - Clinical Research, a relative of Mr. Mukund Gurjar, Whole-time Director of the Company:**

Mr. Rohan Gurjar, Assistant General Manager - Clinical Research, being a relative (son) of Dr. Mukund Gurjar, Whole-time Director of the Company, is considered to be holding an office or place of profit pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 ("the Act").

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on May 27, 2024 have ratified and accorded its approval to continue to hold an office or place of profit by Mr. Rohan Gurjar, as Assistant General Manager - Clinical Research, in Gennova Biopharmaceuticals Limited ("Gennova") a subsidiary of the Company, at a remuneration of Rs. 3,034,437/- p.a. (Rupees Thirty Lacs Thirty-Four Thousand Four Hundred and Thirty-Seven only)

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effective from April 01, 2024 and the annual increments, as be decided from time to time. Further, Mr. Rohan Gurjar shall also be eligible for perquisites, and other benefits as applicable to employees of Gennova at such levels.

The approval of the Members of the Company is being sought in terms of Section 188 of the Act read Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, for Mr. Rohan Gurjar, a relative of Dr. Mukund Gurjar, Whole-time Director of the Company as Assistant General Manager – Clinical Research, for holding an office or place of profit in the Gennova, with monthly remuneration exceeding two and a half lakh rupees.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the Members.

Except Dr. Mukund Gurjar and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Item No. 5:

Re-appointment of Mrs. Namita Thapar (DIN: 05318899) as a Whole-time Director:

Mrs. Namita Thapar joined the Company as Chief Financial Officer in the year 2006. Later on, she was appointed as a Whole-time Director for a period of five years with effect from July 28, 2014. The Members of the Company at their 39th Annual General Meeting held on August 19, 2019, had re-appointed Mrs. Namita Thapar as Whole-time Director of the Company for a period of five years with effect from July 28, 2019. The tenure of Mrs. Thapar as a Whole-time Director expires on July 27, 2024.

Following are the details as required under Schedule V and other provisions of the Companies Act, 2013:

Brief profile of Mrs. Namita Thapar:

Mrs. Namita Thapar holds a bachelor's degree in commerce from University of Pune, Pune. She is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. She holds a Master's degree in Business Administration from the Fuqua School of Business, Duke University, USA. She has been associated with the Company for more than a decade and her responsibilities over the period grew managing Company's largest business unit, the India Business. She has also been identified by the Board of Directors as a Promoter of the Company with effect from March 18, 2024. She is a member of Corporate Social Responsibility Committee of the Board of the Company.

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Mrs. Thapar is a motivated mentor with a focused and enlightened ability to foresee the future that has enabled the Company to grow over the years. Therefore, her association is of foremost importance for the future business growth of Company.

Considering the aforementioned experience and her continuous contribution to the growth of the Company, based on the recommendation of Nomination and Remuneration Committee ('NRC') and her performance evaluation during the current term, the Board of Directors at its meeting held on May 27, 2024, have approved the re-appointment of Mrs. Namita Thapar (DIN: 05318899) as a Whole-time Director of the Company, for a further period of five (5) years with effect from July 28, 2024 and pay remuneration during her tenure as a Whole-time Director, on the terms and conditions as set out in the Item no. 5 and mentioned below, with effect from July 28, 2024:

- i) Salary: Not exceeding Rs. 4,50,00,000/- per annum.
- ii) Perquisites: Not exceeding Rs. 4,50,00,000/- per annum.
- iii) Performance Bonus: Not exceeding Rs. 2,00,00,000/- per annum.

During her tenure and pursuant to contract of service containing terms of her appointment, Mrs. Thapar shall devote sufficient time in discharging her duties to the Company diligently and to the best of her abilities and shall comply with the policies and procedures of the Company.

The Board or any Committee shall, in accordance with the statutory limits/ approval as may be applicable for time being in force, may revise/ alter/ modify/ amend the terms and conditions of her remuneration from time to time, as they may deem fit.

The Company is a pharmaceutical company engaged in the manufacturing, selling and marketing pharmaceutical products. The Company has earned a net profit of Rs. 160.83 Crores for the Financial Year ended March 31, 2024. However, as a prudent measure, approval of Members is being sought by a Special Resolution for the payment of above remuneration to Mrs. Namita Thapar, which shall also be the maximum remuneration payable to her in any Financial Year during her tenure of appointment, in excess of the individual or overall limits prescribed under the Act, in the event the Company has no profits/inadequate profits.

Mrs. Thapar holds 63,39,800 equity shares of Rs. 10/- each (3.50%) in the Company. The proposed remuneration is not comparable with other companies in the pharma sector due to the functions handled by Mrs. Namita Thapar. Her remuneration for the Financial Year 2023-24 was Rs. 4.49 Crores. She is a relative of Mr. Satish Mehta, Managing Director & CEO and Mr. Samit Mehta, Whole-time Director of the Company. The copy of contract of service shall be available for inspection at the Registered Office of the Company between 9 a.m. to 12 noon on a working day. On termination of the said contract Mrs. Namita Thapar shall cease to be a Whole-time Director.

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Pursuant to the provisions of Section 196, 197 and 203, read with Schedule V of Companies Act 2013 ("the Act") consent of the Members by way of Special Resolution is being sought for the re-appointment of Mrs. Namita Thapar as a Whole-time Director on the Board of the Company for a period of Five (5) Years. Mrs. Thapar shall be liable to retire by rotation.

The Board recommends passing the Special Resolution set out in Item No. 5 of the Notice for approval by the Members.

Except Mrs. Namita Thapar (including the relatives mentioned above), none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

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DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM) FOR THE ITEM NUMBER 2 and 5:

Name of the Director	Dr. Mukund Gurjar	Mrs. Namita Thapar
Age (Yrs.)	71 years	47 Years
Nationality	Indian	Indian
Date of first Appointment on the Board	July 23, 2001	July 28, 2014
Relationship with other Directors of the Company	None	Daughter of Mr. Satish Mehta, Managing Director and Sister of Mr. Samit Mehta, Whole-time Director
Area of Expertise	Research & Development and Education	Finance, Human Resources and Marketing
Qualifications	Dual Ph.D. in Chemistry (Nagpur University and Second Ph.D. in chemistry from London University).	B. Com, Master in Business Administration (Finance) and Qualified Chartered Accountant from the Institute of Chartered Accountants of India
Experience	Dr. Mukund Gurjar has been associated with the Company since July 2001 and has been an Executive Director and Chief Scientific Officer of the Company.	Mrs. Namita Thapar is a Whole-time Director of the Company. She has an overall experience of around 24 years. She has been associated with our Company since April 2006 in various capacities.
Directorships held in other Companies	Nil	1. Zuventus Healthcare Limited 2. Thapar Ventures Private Limited

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		3. Incredible Ideas Private Limited 4. Incredible Ventures Private Limited
Chairman/ Member in the Committees of the Boards of Companies in which he/ she is Director	Chairman: NIL Member: NIL	Chairman: NIL Member: NIL
No. of Board Meetings attended during FY 2023-24	8 out of 8	8 out of 8
No. of Shares held in the Company as on March 31, 2024 and % of Paid-up Share Capital	2,95,716 (0.16%)	63,39,800 (3.50%)

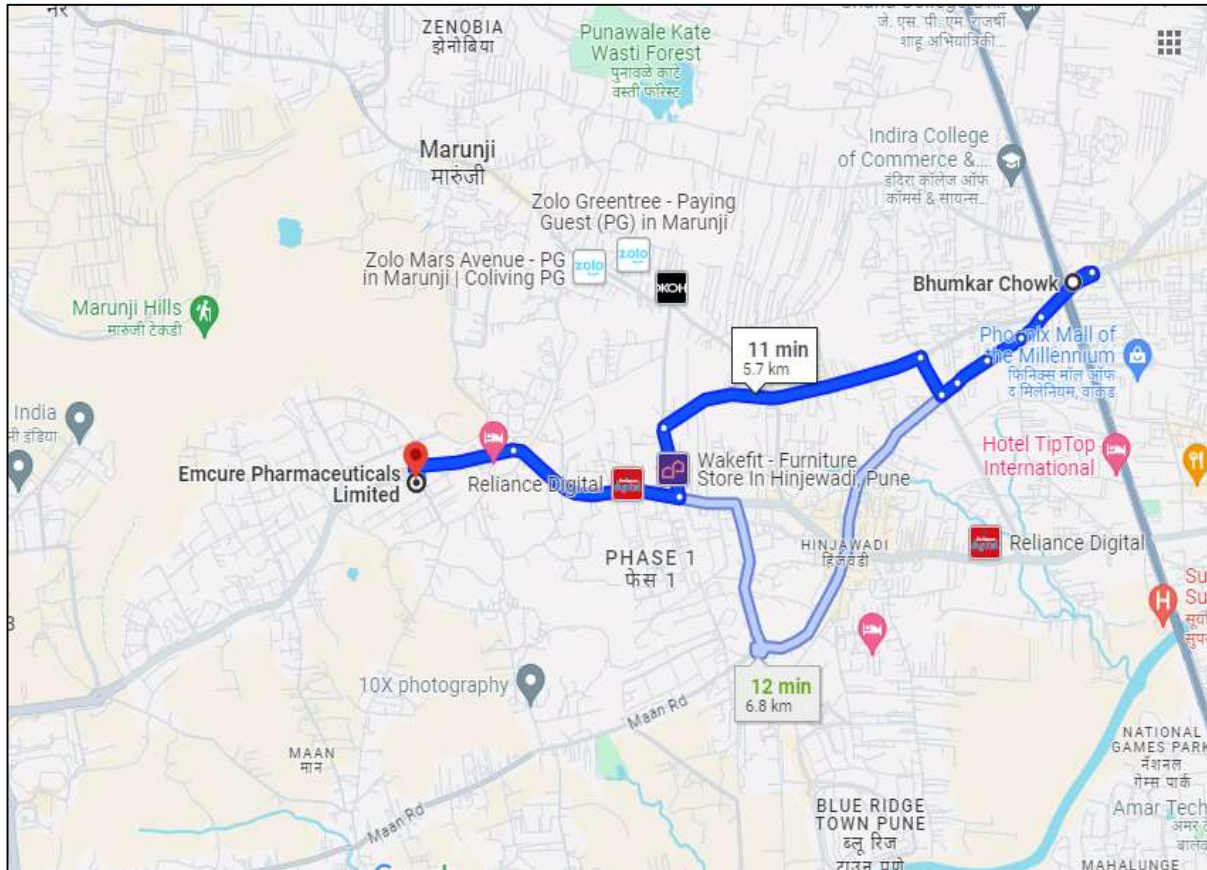
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Route Map for the 43rd Annual General Meeting:



Route map shown from Bhumkar Chowk Bridge to the venue of AGM

Venue of the Annual General Meeting:

Emcure Pharmaceuticals Limited, Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune – 411 057, Maharashtra.

Prominent Landmark: Infosys Limited, Hinjawadi Phase-II, Pune

ATTENDANCE SLIP

EMCURE PHARMACEUTICALS LIMITED

CIN: U24231PN1981PLC024251

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Phase II, M.I.D.C, Hinjawadi, Pune, Maharashtra, India – 411057

Phone: 020-35070033, 35070000, E-mail id: company.secretary@emcure.com,

Website: www.emcure.com

43rd ANNUAL GENERAL MEETING - WEDNESDAY, JUNE 05, 2024

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 43rd Annual General Meeting (“AGM”) of the Company held at a shorter notice on, Wednesday, June 05, 2024 at 11:00 a.m. (IST) at Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune – 411 057, Maharashtra.

.....
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 the AGM 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.

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 Limited

Registered office: Plot No. P-1 & P-2, IT - BT Park,
Phase II, M.I.D.C, Hinjawadi, Pune - 411 057, Maharashtra

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
43rd Annual General Meeting of the Company, to be held at a shorter notice on Wednesday,
June 05, 2024 at 11:00 a.m. (IST) at Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C.,
Hinjawadi, Pune - 411 057, Maharashtra, and at any adjournment thereof in respect of such
resolutions as are indicated below:

Resolution no.	Particulars	For	Against	Abstain
1.	To consider and adopt: <ul style="list-style-type: none"> the audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Report of the Board and the Auditors thereon; and the audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Report of the Auditors thereon. 			
2.	To appoint Dr. Mukund Gurjar as a Director who retires by rotation, and being eligible, offers herself for re-appointment.			
3.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2024-25.			
4.	Holding of office or place of profit in Gennova Biopharmaceuticals Limited, a subsidiary of the Company, by Mr. Rohan Gurjar- Assistant General Manager – Clinical Research, a relative of Mr. Mukund Gurjar, Whole-time Director of the Company			
5.	Re-appointment of Mrs. Namita Thapar (DIN: 05318899) as a Whole-time Director			

(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 on ____, ____, 2024

Signature of shareholder

Signature of proxy holder(s)

Affix
Revenue
Stamp