

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of M/s Godavari Drugs Limited will be held on Monday, 16th May, 2022 at 3:30 P.M. IST through Video Conferencing (VC)/ other Audio Visual Means (OVAM) to transact the following businesses:-

ORDINARY BUSINESS:

Item No. 1

To receive, consider, approve and adopt the audited stand-alone financial statements of the Company for the financial year ended March 31, 2022 along with the reports of the Board of Directors and Auditors thereon.

Item No. 2

To appoint a Director in place of Mr. Ghanshyam Jaju (DIN: 00104601) who retires by rotation and being eligible, offers himself for reappointment.

Item No. 3

To appoint of M/S Ayyadevara & Co (FRN:000278S) Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Sixth consecutive Annual General Meeting and to fix their remuneration

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/S Ayyadevara & Co, Chartered Accountants (Firm Registration no. 000278S) be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting to be held in the Year 2026-2027 at such remuneration to be fixed by the Audit Committee or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively."

Special Business:

Item No. 4

Ratification of remuneration payable to M/S. Bharathula & Associates, appointed as Cost Auditors of the company for Financial Year ending 31.03.2023

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 40,000/- plus applicable taxes to M/s. M/s. Bharathula & Associates, Cost Accountants, who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the year ending 31st March, 2023."

Item No. 5

Continuation of Mr. Mukund Kakani (DIN: 00104646) as Managing Director upon attaining age of Seventy years

To consider and, if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT, notwithstanding his completion of seventy years of age during the proposed tenure, pursuant to the section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Mr. Mukund Kakani (DIN: 00104646), Managing Director, be and is hereby appointed as "Managing Director" of the Company under section 196 of the Companies Act, 2013 with immediate effect for a period of five years.

RESOLVED FURTHER THAT Mr. Mukund Kakani (DIN: 00104646), Managing Director of the company be paid remuneration as stated below as approved by Nomination and Remuneration Committee & Board of Directors of the Company, which shall be subject to review every 2 years.

I. Salary 1,50,000/- Per Month

II. Perquisites:

- a. Leave travel Concession: Reimbursement of Leave travel expenses for self & family once in 2 years.
- b. Premium on Personal Accident Insurance and premium on Mediclaim policy for self and family. For the purpose of this category, 'Family' means spouse, dependent children, and dependent parents.
- c. Use of Company Car with Driver.
- d. Mobile Phone Facilities.
- e. Telephone facilities at residence
- f. Provident fund: Company's contribution to provident fund not exceeding 20% of basic salary.
- g. Gratuity is payable at a rate not exceeding half a month's salary for each completed year of service.
- h. Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling, entertainment, etc.) for and on behalf of the Company during the course of business.
- i. Club Fees

RESOLVED FURTHER THAT The overall remuneration (i.e. salary, perquisites, and commission) in any one financial year shall not exceed 2% of the net profits or any such higher limits prescribed from time to time under section 197 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) along with the Schedule V of the Companies Act 2013 as may, for the time being, be in force and any amendments thereto. In case of any doubts/discrepancy/clarification that may arise with respect to payment of the remuneration the same shall be determined and decided by the Nomination and Remuneration Committee of Directors. Further, within the overall remuneration, the individual components may be

be changed as desired by Mr. Mukund Kakani and accepted by the Nomination and Remuneration Committee..

RESOLVED FURTHER THAT In the event of inadequacy or absence of profits in any financial year, during the currency of the tenure of his office, he shall be paid the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V of the Companies Act 2013 from time to time

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter, vary, modify any or all the above terms and conditions of the re-appointment and payment of remuneration to Mr. Mukund Kakani as Managing Director.

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

Item No. 6

Re. appointment of Mr. Mohit Jaju (DIN: 00076657) as Wholetime Director and CFO of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including the statutory modifications and/or re-enactments thereof and the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Mohit Jaju, the Director of the Company as Whole-time Director of the Company and designated as Whole-time Director and Chief Financial Officer and Key Managerial Personnel for a period of five years on the following remuneration and other terms and conditions as per the details given below and approved by the Nomination and Remuneration Committee & Board of Directors, which shall be subject to review every 2 years.

I. Salary 1,50,000/- Per Month

II. Perquisites:

- a. Leave travel Concession: Reimbursement of Leave travel expenses for self & family once in 2 years.
- b. Premium on Personal Accident Insurance and premium on Mediclaim policy for self and family. For the purpose of this category, 'Family' means spouse, dependent children, and dependent parents.
- c. Use of Company Car with Driver.
- d. Mobile Phone Facilities.
- e. Telephone facilities at residence
- f. Provident fund: Company's contribution to provident fund not exceeding 20% of basic salary.
- g. Gratuity is payable at a rate not exceeding half a month's salary for each completed year of service.
- h. Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling, entertainment, etc.) for and on behalf of the Company during the course of business.
- i. Club Fees

RESOLVED FURTHER THAT he shall be solely liable, answerable, and responsible for the full and timely compliance of all applicable legislation and rules made thereunder including the past period.

RESOLVED FURTHER THAT in the event any Director/ Manager/ Officer of the company is charged with an offense or non-compliance under any of the applicable legislation or the rules made thereunder, the aforesaid Whole Time Director, do appear before the Court or any other authority as provided in the legislation and or the rules at the hearing and confirm that he is directly responsible and accountable for all compliances in respect of the legislation and rules framed thereunder.

RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby authorized to alter, vary, modify any or all the above terms and conditions of the re-appointment and payment of remuneration to Mr. Mohit Jaju as Whole-time Director and Chief Financial Officer and Key Managerial Personnel.

RESOLVED FURTHER THAT The Board of Directors be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments, and writings as may be required and to delegate all or any of its powers herein conferred to any committee of the Board of Director or company secretary of the Company."

Item No. 7

Increase in borrowing limits from 50 crores to 125 crores or the aggregate of the paid-up capital and free reserves of the Company, whichever is higher.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT in supersession of all the earlier resolution passed by the shareholders and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) 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 provided that the total amount so borrowed by the Board shall not at any time exceed 125 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, to execute all such documents, instruments, and writings as may be required to give effect to this Resolution."

**By order of the Board of Directors
For Godavari Drugs Limited
CIN: L24230TG1987PLC008016**

**Rashmi Agarwal
Company Secretary & Compliance Officer
(M. No. ACS 58461)**

Date: 19.04.2022

Place: Secunderabad

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, and Circular No. 02/2021 dated January 13, 2021, and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first-come first-served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, and May 05, 2020, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. Shareholders who would like to express their views/ask questions during the meeting should register themselves as a speaker by sending a request mentioning their name, Demat account number/folio number, email id, mobile number at info@godavaridrugs.com latest by 5.00 PM on the 10th May 2022
7. Shareholders who have queries may send their questions in advance mentioning their name, Demat account number/folio number, email id, mobile number at info@godavaridrugs.com latest by 5.00 PM on 10th May 2022
8. Those shareholders who have registered themselves as a speaker and confirmed by Company will only be allowed to express their views/ask questions during the meeting.
9. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) in respect of the items of Special Business as set out above is annexed hereto.
10. In the case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. Corporate Members intending to send their authorized representatives to attend the Meeting 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 their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
12. Members intending to seek clarification at the Annual General Meeting concerning the accounts and any aspect of operations of the company are requested to send their questions in writing to the Company so as to reach the company at least 10 (Ten) days in advance before the date of the Annual General Meeting, specifying the points.

- 13.** Members holding shares in physical form are requested to intimate the following details directly to the Company's Registrar and Share Transfer Agent, M/s. CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad - 500 001, Telangana.
 - i.** Bank Mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
Changes, if any, in their address at an early date.
 - ii.** Application for consolidation of folios, if
 - iii.** shareholdings are under multiple folios.
 - iv.** Despatch of share certificates for consolidation.
 - v.** Request for nomination forms for making nominations as per the provisions of the Companies Act
- 14.** Members are requested to quote ledger folio numbers in all their correspondences.
- 15.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.godavaridrugs.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e Voting facility) i.e. www.evoting.nsdl.com.
- 16.** AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, and MCA Circular No. 2/2021 dated January 13, 2021.
- 17.** The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. CIL Securities.
- 18.** In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing of this facility may submit a nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
- 19.** Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting form an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- 20.** Any director himself or any member intending to propose any person as a director other than a retiring director has to give notice as to his intention to propose him/her as a candidate for that office not less than 14 (fourteen) days before the meeting along with a deposit of such amount as mentioned in the Companies Act, 2013.
- 21.** The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the RTA by email to rta@cilsecurities.com.
- 22.** The Annual Report for the year ended 31st March 2022 and Notice of the AGM inter alia indicating the manner and process of remote e-voting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to info@godavaridrugs.com and rta@cilsecurities.com. Please submit the duly filled and signed member updation form to the above-mentioned email. Upon verification of the Form, the email will be registered with the Company till the date of AGM.
- 23.** Members are requested to note that the Company's Equity Shares are compulsorily traded in Demat form for the investors, effective from 26th March 2001. Members are requested to open Depository Account in their names with a Depository participant to dematerialize their holdings. This would be necessary for facilitating the transfers of the Company's Equity shares in all Stock Exchanges connected to the Depository System.
- 24.** Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
- 25.** SEBI made it mandatory for all the shareholders to hold the shares in Dematerialization form. Hence, all the shareholders holding shares in physical form are requested to convert their Physical shares into Demat form, so the liquidity of shares is not affected.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-





The remote e-voting period begins on Friday, 13th May 2022 at 09:00 A.M. and ends on Sunday, 15th May 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 09th May 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 09th May 2022.





How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on the NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode
In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access the e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evotting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speed" facility by scanning the QR code mentioned below for a seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evotting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speed" facility by scanning the QR code mentioned below for a seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi/ Easiest, can log in through their user id and password. The option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have</p> <ol style="list-style-type: none"> links to e-Voting service providers i.e. NSDL. Click on NSDL to cast your vote. <p>If the user is not registered for Easi/Easiest, the option to register is available at</p> <ol style="list-style-type: none"> https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No.</p> <ol style="list-style-type: none"> from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

B) Login Method for e-Voting

and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password? (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name, and your registered address, etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on the NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining a virtual meetings, you need to click on "VC/OAVM" link placed under
3. "Join Meeting".
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vss.associate@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: **1800 1020 990** and **1800 22 44 30** or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@godavaridrugs.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@godavaridrugs.com. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the /AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the /AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against the company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last-minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@godavaridrugs.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM No.04**

The Board, on the recommendation of the Audit Committee, has approved in its meeting held on 19.04.2022 the appointment of M/s M/S. Bharathula & Associates, Cost Accountants, at a remuneration of 40,000/- (Rupees Forty Thousand only) plus applicable taxes to conduct the Cost Audit of the Company for the financial year 2022-23. In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

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

The Board of Directors recommends the Ordinary Resolution for your approval.

ITEM No.05

Mr. Mukund Kakani was appointed as Managing Director of the Company from immediate effect as per the terms and conditions approved by the Shareholders at the 34th Annual General Meeting held on 16.05.2022, Further it is proposed to re-appoint him as Managing Director of the Company for a period of five years from immediate effect and pay him the remuneration as set out in the resolution in item 5 notwithstanding his completion of seventy years of age during the proposed tenure.

HIS BRIEF PROFILE IS GIVEN BELOW:

Name	Mr. Mukund Kakani
DIN	00104646
Age	69 Years
Designation in the Company	Managing Director
Qualification	Chemical engineer (B.Tech from Osmania University)
Role in the Company	Incharge of overall operations and developments of the Company
No. of shares held in Company	3,39,100
Directorships held in other listed companies NIL (excluding foreign companies and Section 8 companies Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee	NIL
Disclosure of relationships between directors inter-se	Son of Mr.Bhankatlal Kakani (Cousin of Mr. Ghanshyam Jaju)

As the Managing Director Mr. Mukund Kakani shall perform such functions as may from time to time be entrusted to him by the Board. He shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. The special resolution as set out against item No. 5 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on 19.04.2022.

In accordance with the proviso to Section 196 3(a), the Company seeks the consent of the members by way of special resolution for the continuation of his holding the office of Managing Director even after attaining the age of 70 years during the currency of his proposed tenure. The Board is of the opinion that the appointment of Mr. Mukund Kakani as Managing Director would be in the interest of the Company and it is desirable to continue to avail services of Mr. Mukund Kakani as Managing Director due to his extensive experience regardless of his age. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Mukund Kakani as Managing Director, for approval by the shareholders of the Company.

Except for Mr. Mukund Kakani and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No.5 to the extent of their shareholding interest, if any, in the Company.

ITEM NO.06

In terms of the provisions of the Companies Act, 2013 and according to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends for the re-appointment and Remuneration of Mr. Mohit Jaju, Director of the Company as Whole Time Director for a period of five year with immediate effect at remuneration as set out in the resolution in item 5 subject to the approval of shareholders of the Company.

HIS BRIEF PROFILE IS GIVEN BELOW:

Name	Mr. Mohit Jaju
Age	50 Years
Designation in the Company	Director
Qualification	Industrial and Production Engineer (B.E.)
Role in the Company	Overall responsible for all technical activities of the company including production, new product & process developments, projects, marketing, business development, Accounts & Finance.
No. of Shares Held in Company as on 31.03.2022	4,31,900
Directorships held in other listed companies (excluding foreign companies and Section 8 companies Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Disclosure of relationships between directors inter-se	Son of Mr. Ghanshyam Jaju

As the Wholetime Director Mr. Mohit Jaju shall perform such functions as may from time to time be entrusted to him by the Board. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. The special resolution as set out against item No. 6 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on 19.04.2022.

Except Mr. Mohit Jaju and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No.5 to the extent of their shareholding interest, if any, in the Company.

ITEM NO.07

As the Company is under the process of expansion of its business operations there will be a requirement of funds by way of working capital limits/ CC limits/ and other means from Banks and financial institutions. As per Section 180 (1) (c) of the Companies Act, 2013, any money borrowed by the Company exceeding the aggregate of its paid-up share capital and free reserves apart from temporary loans taken in its ordinary course of business shall be approved by the shareholders by the Special resolution. The Company proposes to increase its borrowing powers to a limit of Rs. 100 Crores (which is exceeding the aggregate of its paid up share capital and free reserves) by way of this resolution.

In terms of section 180 of the Companies Act, 2013, the consent of the members by way of special resolution is requested.

None of the Directors and any key managerial person and their relatives are interested in this Resolution

**By order of the Board of Directors
For Godavari Drugs Limited
CIN: L24230TG1987PLC008016**

**Rashmi Agarwal
Company Secretary & Compliance Officer
(M. No. ACS 58461)**

**Date: 19.04.2022
Place: Secunderabad**

BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	Mr. Ghanshyam Jaju
DIN	00104601
Date of Birth	31/03/1947
Date of Appointment	03/12/1987
Qualification	Commerce Graduate
Expertise in Specific Functional Area	Administration and Marketing
Directorship held in any other Company	2
Number of equity shares held in the Company as on 31.03.2022	3,41,600