



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To

The Members of the Company

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 5 May, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31 rd December, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 8 December, 2021 and 3/2022 dated 5 May, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of **Godavari Drugs Limited** (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed there under; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed there under and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has appointed Mrs. Vidya Harkut, (Membership No. FCS: 7086; CP No.: 7534), Partner of M/s. VSS and Associates, Practicing Company Secretaries, Hyderabad as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than **5:00 p.m. (IST) on the Sunday, 25 December 2022**, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "NSDL") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with **M/s. CIL Securities Limited**, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the evoting period to the stock exchanges in accordance with the SEBI Listing Regulations.



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.godavaridrugs.com>, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Sunday, 25 December 2022

RESOLUTION PROPOSED THROUGH POSTAL BALLOT

SPECIAL BUSINESS

ITEM NO. 1

TO CONSIDER AND APPROVE CONTINUATION OF MR. GHANSHYAM JAJU (DIN: 00104601) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR UPON ATTAINING AGE OF SEVENTY FIVE YEARS

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

“RESOLVED THAT notwithstanding his completion of seventy five years of age, pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors in the Board Meeting held on 12.11.2022, Mr. Ghanshyam Jaju (DIN: 00104601) be and is hereby re-appointed as an Non Executive Non Independent Director of the Company for a term of 5 (five) years with immediate effect

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. 2

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. MAHENDRA UDAY BHALERAO (DIN: 01876185) AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of the Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) [the Act] and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors in the Board Meeting held on 12.11.2022, Mr. Mahendra Uday Bhalerao (DIN: 01876185), be and hereby appointed as an



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

Independent Non Executive Director on the Board of the Company with immediate effect for a period of 5 Years and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

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

Place: Secunderabad

Date: 12.11.2022

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 & 2 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on 18th November, 2022. (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. CIL Securities Limited (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may get their e-mail address registered with the Company's RTA



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to rta@cilsecurities.com

6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on 18th November, 2022, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
8. A member cannot exercise his/ her vote through proxy on postal ballot. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again
9. Postal Ballot (e-voting) commences from 9:00 a.m. (IST) on Saturday, November 26, 2022 and ends at 5:00 p.m. (IST) on Sunday, 25 December 2022. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time
10. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Sunday, 25 December 2022. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
11. This Notice shall also be available on the website of the Company at www.godavaridrugs.com, websites of the stock exchanges where the equity share of the Company are listed, i.e. BSE Limited www.bseindia.com respectively, and on the website of NSDL
12. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the evoting process.
13. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 18, 2022, (cut-off date) will be considered for the purpose of voting (including e-voting)

INFORMATION AND INSTRUCTIONS FOR E-VOTING:

The remote e-voting period begins on 9:00 a.m. (IST) on Saturday, November 26, 2022 and ends at 5:00 p.m. (IST) on Sunday, 25 December 2022. 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. 18th November, 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 18th November, 2022

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

voting facility to its shareholders, in respect of all shareholders' resolutions. 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 E-mail ID in their demat accounts in order to access e-voting facility

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

The way to vote electronically on 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 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 e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under '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 e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, 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.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned







GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

	<p>below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login 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.</p>



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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 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 e-Voting system is launched, click on the icon "Login" which is available under '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 ID is 101456001***

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



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

- 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) option 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 on NSDL e-Voting system.

How to cast your vote electronically on 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

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 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 an 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 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.



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

ANNEXURE TO AND FORMING PART OF THE NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

AGENDA ITEM 1

TO CONSIDER AND APPROVE CONTINUATION OF MR. GHANSHYAM JAJU (DIN: 00104601) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR UPON ATTAINING AGE OF SEVENTY FIVE YEARS

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notified in 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Ghanshyam Jaju who was appointed as a Non Executive Non Independent Director of the Company has attained the age of 75 years. In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination & Remuneration Committee discussed the matter and recommended the continuation of Directorship of the above Director for a period of 5(Five) years.

Shri Ghanshyam jaju is a Commerce Graduate with more than 40 years of experience in the business. He was earlier engaged in the family business of Cotton Ginning, Pressing Industries and Oil Mills. He is the founder director of Godavari Drugs Limited and is involved in the administration heading the Board since its inception.

The Board based on the recommendation of Nomination & Remuneration Committee and considering benefits of the expertise of the aforesaid Non Executive Director, has recommended the resolution for approval of shareholders by way of Postal Ballot.

Except the above Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

AGENDA ITEM 2

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. MAHENDRA UDAY BHALERAO (DIN: 01876185) AS INDEPENDENT DIRECTOR

Mr. Mahendra Uday Bhalerao (DIN: 01876185) was appointed as an Additonal Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on 12.11.2022. The Board of Directors at its Board Meeting held on 12.11.2022, has recommended appointment of Mr. Mahendra Uday Bhalerao (DIN: 01876185) as Independent Director for a term of 5 (five) consecutive years on the Board of the Company subject to approval of members.

Mr. Mahendra Uday Bhalerao (DIN: 01876185) holds bachelor's degree in engineering and has executed development and manufacture of optically active pharmaceutical active ingredients using novel dynamic resolution-racemisation process technologies applying classical chemical synthetic methods and novel biotechnological methods, has also established multi product manufacturing sites in India for Global Supply Chain Management of the new Active ingredients and formulations.

The Board of Directors, at their meeting held on 12.11.2022, based on Mr. Mahendra Uday Bhalerao's experience thought that his association would be beneficial to the Company and it is desirable to avail his services as Independent Director. Accordingly, it is proposed to appoint Mr. Mahendra Uday Bhalerao as Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company with immediate effect.



GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice: +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail: info@godavaridrugs.com | Website: www.godavaridrugs.com

Section 149(10) of the Act provides that an Independent Directors shall hold office for a term of up to five consecutive years on the Board of the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Mr. Mahendra Uday Bhalerao is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has also received declaration from Mr. Mahendra Uday Bhalerao that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Mahendra Uday Bhalerao fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and they are independent of the management.

The relatives of Mr. Mahendra Uday Bhalerao may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at Item No.2 of the Notice for approval by the Members. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Items No.2 of the Notice.

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

Place: Secunderabad

Date: 12.11.2022

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