

ADDENDUM TO THE NOTICE OF THE 35TH ANNUAL GENERAL MEETING

Addendum to the Notice of the 35th Annual General Meeting (AGM) of the Members of Godavari Drugs Limited to be held on Saturday, August 12, 2023 at 3:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

Notice is hereby given pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the intention of a member signifying candidature of a person for the office of Director for continuation of directorship as a Non-Executive Director from the day he/she attains the age of 75 years of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 4 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated May 29, 2023 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.

SPECIAL BUSINESS

Item No: 4 Continuation Of Directorship Of Mrs. Vimala Behram Madon, Non-Executive Independent Director (DIN: 06925101) Beyond The Age of 75 Years In her Current Tenure.

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

“RESOLVED THAT pursuant to Regulation 17(1A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, applicable provisions of Companies Act, 2013 and rules made thereunder, recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for continuation of directorship of Mrs. Vimala Behram Madon as an Independent Non-Executive Director (DIN: 06925101) from the day she attains the age of 75 years i.e. August 17, 2023 till the expiry of her current term on the same terms and conditions as already approved by the Board.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

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

Place: Secunderabad

Date: 03.08.2023

**Sd/-
Mukund Kakani
Managing Director
(DIN: 00104646)**

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
2. In compliance with the applicable MCA Circulars and SEBI Circulars dated May 12, 2020 and May 13, 2022 read with January 05, 2023, Addendum to the Notice of the AGM is being sent only through electronic mode to those Members to whom the Notice dated May 29, 2023 were sent, on the email ids as available with the Company/ Depositories/RTA.
3. Members may note that the Addendum to the Notice of AGM will also be available on the Company’s website www.godavaidrugs.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of NSDL at <https://www.evoting.nsdl.com/>
4. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM. Members who wish to seek inspection, may send their request through an email at info@godavaridrugs.com.
5. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director seeking appointment at the AGM is furnished as annexure to this Addendum to Notice of AGM. The Director has furnished consent/declarations for her appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
6. All the processes, notes and instructions relating to remote e-voting and e-voting during the 35th AGM as well as the process of attending the 35th AGM through VC/OAVM as set out in the 35th AGM Notice dated May 29, 2023, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the

Notice. Furthermore, the Scrutinizers appointed for the ensuing 35th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 35th AGM.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No: 4

Mrs. Vimala Behram Madon (DIN: 06925101) was appointed as a Non-Executive Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') for a period of five years effective from June 24, 2020 by the Members of the Company in their Annual General Meeting held on June 24, 2020. Her term as an Independent Director shall expire on June 23, 2025. In terms of the Regulation 17(1A) of SEBI Listing Regulations, effective from April 01, 2019, consent of the members by way of special resolution is required for continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years

Mrs. Vimala Behram Madon (DIN: 06925101) will attain the age of 75 years on August 17, 2023 and approval of the Members will be required for continuation of his directorship from the day she attains the age of 75 years till expiry of his current term i.e., till June 23, 2025, notwithstanding that she has attained the age of 75 years

With an M.A in English and a Diploma in French, she embarked on her banking journey in 1971-72 as a probationary officer. Throughout her distinguished career, she held a range of positions spanning different regions of the country, including roles as Branch Manager in branches of varying sizes. She eventually retired as the General Manager (Technology) at SBH, followed by the State Bank of Travancore. Her responsibilities included overseeing the portfolios of Management Information Systems (MIS) and Business Process Reengineering at the bank's head offices in Hyderabad and Thiruvananthapuram. Her impactful tenure concluded in 2008.

Accumulating a wealth of experience spanning four decades, she possesses extensive knowledge in international banking and foreign exchange. Her insights in these domains prove invaluable to any organization she becomes a part of. Her expertise includes navigating the intricacies of global financial markets, understanding cross-border regulatory frameworks, and effectively managing currency fluctuations. This profound experience in international banking and forex not only highlights her strategic acumen but also underscores her ability to contribute significantly to the growth and success of her team and the company as a whole. It is for these reasons that, even after 75 years, her legacy continues as she remains an essential figure as a director, guiding the company forward with her unparalleled expertise.

On the recommendation of Nomination & Remuneration Committee and based on the skills, experience, knowledge and report of performance evaluation of Mrs. Vimala Behram Madon (DIN: 06925101), the Board of the Directors on May 1, 2023 have approved the continuation of directorship of Mrs. Vimala Behram Madon (DIN: 06925101) as an Independent Non-Executive Director of the Company from the day he attains the age of 75 years i.e., August 17, 2023 till the completion of his present term upto October 22, 2024 on the same terms and conditions. The Board recommends the resolution set out at Item No. 5 of the accompanying Notice for your approval as a special resolution.

Mrs. Vimala Behram Madon (DIN: 06925101), being appointee and his relatives are deemed to be interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

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

Place: Secunderabad

Date: 03.08.2023

**Sd/-
Mukund Kakani
Managing Director
(DIN: 00104646)**