

NOTICE

(Pursuant to Section 101 of the Companies Act, 2013)

NOTICE is hereby given that the **31st (Thirty first) Annual General Meeting (“AGM”)** of the Members of **Shukra Pharmaceuticals Limited** will be held on **Monday, September 30, 2024 at 04:30 p.m.** at the Registered Office of the Company situated at 03rd Floor, Dev House, Opp. WIAA Office, Judges Bungalows Road, Bodakdev, Ahmedabad-380003, Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Reports of the Board of Directors and Auditors thereon

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

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

2. Approve and declare final dividend for the financial year 2023-24

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

“RESOLVED THAT a final dividend of Rs 1/- (One Rupee only) per equity share i.e. 10% of face value of Rs. 10/- (Rupees Ten only) each fully paid-up of the Company be and is hereby declared for the financial year ended on March 31, 2024 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended on March 31, 2024.”

3. Re-appointment of Mr. Dakshesh Shah (DIN: 00561666) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment:

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

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Dakshesh Shah (DIN: 00561666), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Executive) of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. Regularization of Mrs. Anar Jayeshbhai Patel (DIN: 02588388) as a Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and 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 in accordance with Articles of Association of the Company, Mrs. Anar Jayeshbhai Patel (DIN: 02588388), who was appointed as an Additional Director by the Board of Directors on July 10, 2024 and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section

160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution.”

5. Appointment of Mrs. Anar Jayeshbhai Patel (DIN: 02588388), as a Whole-time Director of the Company:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee of the Company and Board of Directors of the Company, approval of the members be and is hereby accorded for Appointment of Mrs. Anar Jayeshbhai Patel (DIN: 02588388) as a Whole-Time Director of the Company, for a period of 3 (three) years with effect from July 10, 2024, on the terms and conditions and remuneration as determined by the board of directors, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.”

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

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

6. Regularisation of appointment of Additional Independent Director Mr. Jitendra Somchand Shah (DIN: 01609325), as an Additional Independent Director of the Company:

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

“**RESOLVED THAT** 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 reenactment thereof for the time being in force) Mr. Jitendra Somchand Shah (DIN: 01609325), who was appointed as Additional Director on July 10, 2024 and who holds office up to the date of this Annual General Meeting, be and is hereby regularised and appointed as an Independent Director of the Company for a period of consecutive five years.”

“**RESOLVED FURTHER THAT** Directors or Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Place: Ahmedabad

Date: 05/09/2024

**By Order of the Board of Directors
For Shukra Pharmaceuticals Limited**

Sd/-

**Dakshesh Shah
Managing Director
DIN: 00561666**

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