

## NOTICE OF THE 2<sup>ND</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 2<sup>nd</sup> Annual General Meeting of **Cipla Quality Chemical Industries Limited** will be held via electronic means on **Thursday, 20<sup>th</sup> August, 2020** starting at **11:00am** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and if approved, adopt the Company annual audited financial statements for the financial year ended 31<sup>st</sup> March 2020 together with the reports of the Board of Directors and External Auditor.
2. To rotate and re-elect directors: -  
In accordance with the provisions of Article 115 of the Company's Amended Articles of Association, the following directors retire by rotation and being eligible offer themselves for re-election:
  - Mr. Mark Daly
  - Dr. Peter Mugenyi
  - Mr. Paul Miller
3. To elect Directors: -  
In accordance with the Provisions of Article 121 of the Company's Amended Articles of Association, Ms. Geena Malhotra having been appointed to fill a casual vacancy retires from the Board and being eligible offers herself for re-election.
4. To consider, and if deemed fit, approve the re-appointment of Grant Thornton as the External Auditor of the Company for Financial Year 2020/21 and authorise the Board of Directors to set their remuneration.
5. To consider, and if deemed fit, approve the fees payable to Non- Executive Directors for the year 2020.

### MEMBERS RESOLUTION

To consider, and if deemed fit, pass the following resolution as a member's resolution in accordance with Section 147 of the Companies Act 2012.

6. To appoint a Non- Executive Director: -  
To consider, and if deemed fit, approve the appointment of Mr. Zain Latif to the Board of Directors.
7. To conduct any other business for which due notice will have been duly received.

**By Order of the Board**  
**30<sup>th</sup> July, 2020**



**Doreen Awanga**  
Company Secretary

### Notes:

- i. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and related Public Health Regulations and directives passed by the Government of Uganda restricting public meetings, it is impracticable for CiplaQCIL to hold a physical Annual General Meeting (AGM).
- ii. According to Article 77 of the Company's Articles of Association, any member who participates at the commencement of and for the duration of a meeting by way of a teleconference call, video conference or audio visual shall be deemed present at the meeting and counted towards the quorum.
- iii. Cipla Quality Chemicals Ltd (CiplaQCIL) is conducting this virtual AGM following receipt of a No Objection from the Uganda Securities Exchange (USE) and in accordance with the Company's Articles of Association which allow for the holding of meetings via video conference or audio-visual means.
- iv. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate at the AGM. Duly registered shareholders and proxies will receive an SMS/USSD prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder. A second SMS/USSD code shall be sent at least 1 hour to the meeting providing a link to the live stream.
- v. A member entitled to participate and vote may appoint a proxy to participate and vote on his/her behalf in the manner prescribed in the proxy form. A proxy need not be a shareholder of the Company. A completed form of proxy should be emailed to **shareholder@ciplaqcil.co.ug** or delivered to CiplaQCIL offices not later than **Monday, 17<sup>th</sup> August, 2020 at 11.00am**.
- vi. Shareholders wishing to participate in the meeting should register for the AGM by:
  - a. Dialling \*284\*47# for all networks and following the various prompts of the registration process, or
  - b. Sending an email request to **Ciplaagm@image.co.ke**.  
  
In order to complete the registration process, shareholders will need to provide their National ID/Passport Numbers/SCD Account Number. For assistance, shareholders should dial the following helpline number: **+254 709 170 000** from **9:00 am** to 4:00 pm from Monday to Friday or send an email to **Ciplaagm@image.co.ke** or **shareholder@ciplaqcil.co.ug**.
- vii. Registration for the AGM opens on **Thursday, 30<sup>th</sup> July 2020** and will close on **Tuesday, 18<sup>th</sup> August 2020 at 11.00 a.m**. Shareholders will not be able to register after this time.
- viii. Duly registered shareholders and proxies may follow proceedings of the AGM using the livestream platform. A link shall be sent to shareholders or proxies upon successful registration.

- ix. Voting shall be done electronically via USSD or through the web link shared upon successful registration. A poll shall be conducted for all the resolutions.
- x. Shareholders are advised to submit questions by Tuesday 18<sup>th</sup> August 2020 via phone, web link or email. Responses to some of the questions received shall be provided at the meeting. A list of all questions received and the answers thereto will be published on the Company's website within 24 hours after conclusion of the AGM.
- xi. Resolutions of the meeting will be announced before close of the meeting and thereafter published in a newspaper of national circulation and the Company Website within 24 hours after conclusion of the AGM. Shareholders who have provided their email addresses will also be notified via the same.
- xii. The following documents will be available and accessible on the Company's website **www.ciplaqcil.co.ug**: **(i)** a copy of this Notice and the proxy form; **(ii)** the Company's Annual Report and Audited Financial Statements for the year ended 31<sup>st</sup> March 2020 **(iii)** a copy of the No Objection issued by the USE, and, **(iv)** Members Circular in support of Resolution 6 and the Company's response. Shareholders who have provided their email addresses will receive these documents on their emails.