



INDIAN IMMUNOLOGICALS LIMITED

Registered office: Road No. 44 Jubilee Hills, Hyderabad-500 033
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CIN: U72200TG1999PLC032666 | Website: www.indimmune.com

NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of Indian Immunologicals Limited will be held on **Monday, 11th September, 2023 at 11.00 AM** at the registered office of the Company with the option to attend through Video Conferencing / Other Audio Visual Means (VC/ OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements, standalone and consolidated, of the Company for the year ended 31st March 2023 and the report of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To approve the remuneration of Statutory Auditors for the FY 2023-24 and in this regard to consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereof, approval be and is hereby accorded for fixing of remuneration of M/s. Deloitte Haskins & Sells, Chartered Accountants amounting to Rs. 22,00,000/- (Rupees twenty two lakhs only) plus applicable taxes and out-of pocket expenses for financial year 2023-24.”

4. To appoint a Director in place of Dr. Priyabrata Pattnaik, Dy. Managing Director (DIN: 09253601) who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

5. To consider & if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rules made thereof, the remuneration of Rs. 1,50,000/- (Rupees one lakh fifty thousand only), plus applicable taxes and out of pocket expenses as may be applicable, for reappointment of M/s. Aruna Prasad & Co, Cost Accountant



(having Firm Regn. No. 100883) as Cost Auditor, to conduct the audit of the cost accounts of the Company for the financial year 2023-24, be and is hereby ratified.”

6. To consider & if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the Schedule IV to the Act, as amended from time to time, Dr. Sanjay M Mehendale (DIN: 08080775), be and is hereby re-appointed as an Independent Director of the Company, with effect from 12th March 2023, for a further term of five consecutive years.

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and is hereby authorised to sign and file the necessary returns with the Registrar of Companies.”

By order of the Board of Directors
for Indian Immunologicals Limited



Shuchi Sharma
Company Secretary



Place: Hyderabad
Date: 18th August 2023

Notes:

1. Statement, setting out material facts concerning item nos. 5 & 6, pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and is a part of this notice.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 05/2022 dated May 05, 2022 and Circular No. 10/2022 dated December, 28, 2022 (collectively "MCA Circulars") issued by the Ministry of Corporate Affairs the 23rd AGM of the Company is being conducted through VC/OAVM facility which does not require physical attendance of the Members at a common venue. The deemed venue for the AGM shall be the registered office of the Company.
3. In terms of above MCA Circulars, the facility of appointment of proxies by members under section 105 of the Act is not available for this AGM. However, in pursuance of section 112 and section 113 of the Act, authorised representatives of the members may be appointed for the purpose of participation and voting in the AGM through VC/OAVM.
4. The attendance of the Members attending the 23rd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The invitation link to attend the meeting will be sent through email.
5. All the registers and documents, as required under the Companies Act, 2013, will be available for inspection by the members at the registered office on all working days during business hours upto the date of the Meeting.
6. Subject to the provisions of the Companies Act, 2013, dividend declared at the meeting, will be payable to those members whose names appear on the Register of Members as on 11th September, 2023.

Statement pursuant to Section 102(1) of the Companies Act, 2013**Item No. 5**

As per the provision of the Section 148 of the Companies Act 2013, read with circulars issued by the Ministry of Company Affairs, Company must appoint a Cost Auditor for FY 2023-24. The Board of Directors, in the meeting held on 29th May, 2023 re-appointed M/s. Aruna Prasad & Co. (Firm Regn. No.100883), Chennai, as the Cost Auditors for conducting Cost Audit for the FY 2023-24, at a remuneration of Rs. 1,50,000/- plus applicable taxes and out of pocket expenses.

Accordingly, the Board recommends the resolution set forth in item no. 5 for the approval of the Members, as Ordinary Resolution.

None of the Directors, Key Managerial Persons of the Company and their relatives is concerned or interested in the resolution.



Item No. 6

Dr. Sanjay M Mehendale was appointed as Independent Director of the Company on 12th March, 2018, for a term of five consecutive years. His term of Directorship concluded on 12th March, 2023.

Based on the performance of Dr. Sanjay M Mehendale during his first term of appointment and fulfilment of criteria of Independence, the Nomination & Remuneration Committee had recommended to the Board the re-appointment of Dr. Sanjay M Mehendale as Independent Director for another term of 5 consecutive years. The Board, in its meeting held on 28th March, 2023 and subject to the approval of the members, re-appointed Dr. Sanjay M Mehendale as Independent Director of the Company, with effect from 12th March, 2023, for a further term of five consecutive years.

Dr. Sanjay M Mehendale meets the criteria of Independence as provided in Section 149 and Schedule IV of the Companies Act 2013.

The Board recommends the resolutions set forth in item no. 6 for the approval of the Members, as Special Resolutions.

None of the Directors, Key Managerial Persons of the Company and their relatives is concerned or interested in the resolution, except Dr. Sanjay M Mehendale to whom the resolution relates to.

By order of the Board of Directors
for Indian Immunologicals Limited




Shuchi Sharma
Company Secretary

Place: Hyderabad
Date: 18th August 2023