

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Cipla Quality Chemical Industries Limited for the year ended **31<sup>st</sup> March 2022** will be held via electronic means on **Thursday, 18<sup>th</sup> August 2022** starting at 11:00 am to transact the following business:

## ORDINARY BUSINESS

1. To consider, and if deemed fit, pass an ordinary resolution to receive and adopt the Company's annual audited financial statements for the financial year ended **31<sup>st</sup> March 2022** together with the reports of the Directors and External Auditor.
2. To consider, and if deemed fit, pass an ordinary resolution to declare a final dividend of Ushs. 2.0 per ordinary share for the year ended **31<sup>st</sup> March 2022**.
3. To consider, and if deemed fit, pass an ordinary resolution to re-elect directors in accordance with the provisions of the Company Articles of Association.
  - Ms. Geena Malhotra
  - Dr. Peter Mugenyi
  - Mr. Paul Miller
4. To consider, and if deemed fit, pass an ordinary resolution to approve the re-appointment of Grant Thornton as External Auditor of the Company for Financial Year 2022/23 and authorise the Board of Directors to set their remuneration.
5. To consider, and if deemed fit, pass an ordinary resolution to receive and approve fees payable to Non-Executive Directors for the year 2022/23.
6. To conduct any other business for which due notice will have been duly received.

By Order of the Board  
27th July 2022



Doreen Awanga

## COMPANY SECRETARY

### Notes:

#### AGM Registration and Meeting Access

- i. Shareholders are advised to register by either dialling **\*284\*31#** (Uganda mobile networks) or **\*483\*852#** (Kenya mobile networks) and follow the prompts or send an email request to [Ciplaagm@image.co.ke](mailto:Ciplaagm@image.co.ke). Shareholders

with email addresses will receive a registration link via email through which they can use to register.

- ii. Registration commences on **29<sup>th</sup> July 2022 at 8:00 am** and will close on **16<sup>th</sup> August 2022 at 5:00 pm**. For assistance on the registration process, please call +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](mailto:Ciplaagm@image.co.ke) or [shareholder@ciplaqcil.co.ug](mailto:shareholder@ciplaqcil.co.ug).
- iii. In order to complete the registration process, shareholders will need to provide their National ID/Passport Numbers/SCD Account Number.
- iv. The AGM will be streamed live via a link which shall be provided to 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. By registering to attend the AGM, a shareholder consents to receiving these messages.
- v. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by sending their written questions by **16<sup>th</sup> August 2022** at 11:00 am through the following means:
  - a) By dialling the USSD codes **\*284\*31#** (Uganda mobile networks) or **\*483\*852#** (Kenya mobile networks) and selecting the "Ask Question" option,
  - b) by email to [Ciplaagm@image.co.ke](mailto:Ciplaagm@image.co.ke) or [shareholder@ciplaqcil.co.ug](mailto:shareholder@ciplaqcil.co.ug)
  - c) to the extent possible, by physical delivery or registered post, with a return physical address or email address, to the registered office of the Company at Plot 1-7, 1st Ring Road, Luzira Industrial Park, P.O. Box 34871, Kampala, Uganda.

Shareholders must provide their full details (full names, ID/Passport Number/SCD Account Number) when submitting their questions. Responses 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.

- vi. The following documents will be available and accessible on the Company's website [www.ciplaqcil.co.ug](http://www.ciplaqcil.co.ug), i) a copy of this Notice; ii) the proxy form; (iii) the Company's Annual Report and Audited Financial Statements for the year ended **31<sup>st</sup> March 2022**. Shareholders who have provided their email addresses will receive these documents on their emails. The reports may also be accessed upon request by dialling the USSD code above and selecting the 'Reports' option. The reports and agenda can also be accessed on the livestream link.

vii. Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.

viii. Duly registered shareholders and proxies may access the agenda and follow the proceedings of the AGM using the livestream platform. Duly registered shareholders and proxies may vote (when prompted) on the USSD platform by following the SMS prompts or on the livestream link.

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. All registered shareholders will receive a notification to vote once voting opens.

x. 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.

## Shareholder Rights

xi. Shareholders are entitled to attend, speak and vote at the meeting. A shareholder may appoint a proxy if he/she is unable to attend the meeting. A proxy form is attached to the Notice of the Annual General Meeting or may be downloaded from the Company website ([www.ciplaqcil.co.ug](http://www.ciplaqcil.co.ug)). A completed form of proxy should be emailed to [shareholder@ciplaqcil.co.ug](mailto:shareholder@ciplaqcil.co.ug) or delivered to CiplaQCI offices not later than 48 hours before the scheduled time for the meeting. In default of this, it shall be treated as invalid.

## Dividend

xii. Subject to approval by shareholders, the Directors recommend that a dividend of Ushs. 2.0 per ordinary share for the financial year ended **31<sup>st</sup> March 2022** be paid subject to withholding tax deductions where applicable. The dividend if approved at the AGM, shall be paid to shareholders registered in the books of the Company at close of business on **31<sup>st</sup> August 2022** and will be paid on **21<sup>st</sup> September 2022**.

Shareholders are advised to contact their brokers to update their bank account details. Shareholders desiring to receive dividend via Mobile Money are encouraged to contact the Company's share registrar at SCD Registrars, 4th Floor, Block A, UAP Nakawa Business Park, Plot 3-5 New Port-Bell Road.