



WELCURE DRUGS & PHARMACEUTICALS LTD.

CIN: L24232DL1996PLC227773

Regd. Off.: Plot No. 55, Office No- 104 First Floor Vijay Block , Laxmi Nagar, East Delhi, Delhi-110092

Email: welcuredrugs227@gmail.com Website: www.welcuredrugs.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
WEDNESDAY 3rd APRIL, 2024	THURSDAY, 2ND MAY, 2024

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Welcure Drugs And Pharmaceuticals Limited (“the Company”) by means of Postal Ballot, only through remote e-voting process (“E-Voting”), pursuant to Section 108, 110 of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) and Circular No. SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated January 5, 2023 issued under Regulation 101(SEBI Circulars) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re- enactment thereof for the time being in force).

The Explanatory Statement pursuant to Section 102(1) Companies Act, 2013 and other applicable provisions of the Said Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, March 29, 2024. (“Cut- Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Board of Directors has appointed, M/s Vishakha Agarwal and Associates, Practicing Company Secretary, as the Scrutinizer for scrutinizing the postal ballot voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of postal ballot shall be final.



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In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote E-Voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes annexed to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Thursday, 02 May, 2024 (the last day to cast vote electronically) to be eligible for being considered.

In compliance with the provisions of Section 108 of the Act read with the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time the Company is providing remote e-voting facility to its Members for voting on the resolution contained in this Postal Ballot Notice. The Company has made an arrangement with Central Depository Services(India) Limited for facilitating e-voting for the Members to enable them to cast their votes electronically. The communication of assent / dissent of the members can only be given through the remote e-voting system, in accordance with the MCA and SEBI Circulars.

The Company is also extending the facility to register the email addresses of the members (please refer to the Notes to the Notice) who have not yet registered the same with the Company/ Depository Participants/the Registrar & Transfer Agents (RTA), in order to enable the members to cast their votes through remote e-voting facility.

The Notice of the Postal Ballot has been uploaded on the Company’s website www.welcuredrugs.com under ‘Announcement’. Please read the instructions provided in the Notes to the Notice and record your assent or dissent by means of remote e-voting facility provided by the Company from 09:00 a.m. on Wednesday, 3rd of April, 2024 - till 05.00 p.m. on Thursday, 2nd of May, 2024. Upon completion of the scrutiny of the votes, the Scrutinizer will submit her report to the Chairman or the Company Secretary.

The result of the e-voting conducted through postal ballot will be announced by the Chairman of the Company on or before Saturday, 4th May, 2024 at the Registered Office of the Company.

The members are requested to consider and if thought fit, pass the following resolution as Special Resolution.

SPECIAL BUSINESSES:

1. TO APPROVE THE APPOINTMENT OF M/S GUPTA RUSTAGI& CO. AS A STATUTORY AUDITOR TO FILL THE CASUAL VACANCY:

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



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“RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)(including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s Gupta Rustagi & Co. (Firm Registration No.: 128701W), be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s BMGS & ASSOCIATES, Chartered Accountants (Firm Registration No. 026886N).

RESOLVED FURTHER THAT M/s Gupta Rustagi & Co., Chartered Accountant (FRN: 128701W) shall hold office till the conclusion of the ensuing Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the financial year ending on 31st March, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of pocket expenses as determined by the Audit Committee/ Board of Directors of the Company in consultation with the auditors

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

2. TO APPROVE THE APPOINTMENT OF MR. ALTAFHUSSAIN SHAH (DIN:10351528) AS MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)(including any statutory modification or amendment thereto or re-enactment thereof for the time being in force and all other applicable laws, if any, , Mr. Altaf Hussain Shah (DIN: 10351528), who was appointed as a Managing Director of the Company with effect from 14th February, 2024, be and is hereby appointed as a Director, not liable to retire by rotation, and also as the Managing Director of the Company for a period of Five years with effect from 14th February, 2024 on such remuneration as set out in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”



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3.TO APPROVE THE APPOINTMENT OF MS. DEEPIKA KRISHNAN IYER(DIN: 10515778) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

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

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re- enactment thereof for the time being in force), Ms. Deepika Krishnan Iyer (DIN: 10515778), who was appointed as an Additional Director (Non-Executive & Independent) of the Company with effect from 14th February, 2024 to 13 February 2029 pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 14th February, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4.TO APPROVE THE APPOINTMENT OF MR. ASHISH ABBI (DIN: 10515790) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Article of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the approval of the members of the Company be and is hereby accorded for appointment of Mr. Ashish Abbi (DIN: 10515790) as Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time and who is eligible for appointment, for a period of five consecutive years starting from 28th March, 2024 to 27th March, 2029 and that he shall not be liable to retire by rotation.



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Date: 28th March, 2024

Place: New Delhi

**By Order Of The Board
For Welcure Drugs And Pharmaceuticals Limited**

**Altaf Hussain Shah
Managing Director
DIN: 10351528**



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Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, Listing Regulations and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, (the “Depositories”) and is available with the Company as on April 01, 2024. A copy of this Postal Ballot Notice will also be available on the website of the Company (website- <http://www.welcuredrugs.com>), the relevant section of the websites of the Stock Exchange on which the Equity Shares of the Company are listed and the website of Central Depository Services (India) Limited (“CDSL”)
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on March 29th, 2024. A person who is not a shareholder on this date should treat this notice for information purpose only.
4. Due to difficulty in dispatch of physical notice / postal ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44of "Listing Regulations". The Company has provided the facility to the members to vote on the resolution through the e-voting facility arranged by Central Depository Services (India) Limited (“CDSL”). The instructions for e-voting are annexed to this Postal Ballot Notice. All the members are requested to cast their votes only through remote e-voting. A member cannot exercise vote by sending physical Postal Ballot.
6. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated to BSE Limited (“BSE”) and also be displayed on the Company’s website <http://www.welcuredrugs.com>.

The last date of e-voting, i.e. May 02, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



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7. All the material documents referred to in the explanatory statement will be available for inspection electronically and at the registered office of the Company, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting. Members seeking electronic inspection of such documents can send an email to welcuredrugs227@gmail.com

8. *General information and instructions relating to e-voting*

i. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:

- a) Commencement of e-voting: **Wednesday, 3rd of April, 2024** at 9.00 P.M. Hours (IST).
- b) End of e-voting: **Thursday, 2nd of May, 2024** at 05.00 P.M. Hours (IST).

ii. The cut-off date for the purpose of e-voting is **Friday March 29th, 2024**

iii. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <http://www.welcuredrugs.com>.

iv. Please read the instructions for e-voting given below before exercising the vote.

CDSL e-Voting System – For Remote e-voting or postal ballot

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **Wednesday, 3rd of April, 2024 9:00 A.M. (IST)** and ends on **Thursday, 2nd of May, 2024**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday March 29th, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at



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a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e- Voting Service Providers i.e.



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	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. Individual</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting</p>



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	<p>page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e- Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach



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‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.



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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; aaplustradelinklimited@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e- Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43



WELCURE DRUGS & PHARMACEUTICALS LTD.

CIN: L24232DL1996PLC227773

Regd. Off.: Plot No. 55, Office No- 104 First Floor Vijay Block , Laxmi Nagar, East Delhi, Delhi-110092

Email: welcuredrugs227@gmail.com Website: www.welcuredrugs.com

EXPLANATORY STATEMENT:

As required by Section 102(1) and 110 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.1 to 4 of the accompanying Notice dated 28th March 2024:

Item No. 1

M/s BMGS & ASSOCIATES, Chartered Accountants, the existing Statutory Auditors have tendered their resignation w.e.f. March 22, 2024 due to their pre-occupation in the other assignments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company. As per the Section 139 (8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next annual general meeting.

The Board of Directors, on the recommendation of the Audit Committee, have at their meeting held on March 28, 2024 recommended the appointment of M/s Gupta Rustagi& Co., Chartered Accountants (FRN: 128701W) as the Statutory Auditors of the Company to fill the casual vacancy. M/s Gupta Rustagi& Co. shall hold office till the conclusion of the ensuing 32nd Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the financial year ended on 31st March, 2024.

Considering the resignation, it is proposed to appoint M/s Gupta Rustagi& Co., Chartered Accountants, (firm registration number 128701W, as the Statutory Auditors of the Company, the firm experience in providing audit, tax and advisory services. The firm is having 2 offices in all over India including its office at 16, 1st Floor, Khatau Building, 8/10 Alkesh Dinesh Modi Marg, Fort, Mumbai –400 023, they have 25+ staff and 5 partners.

The Audit Committee and the Board considered their eligibility, capability to serve the given business of the Company, market standing of the firm, technical knowledge etc. found M/s Gupta Rustagi& Co. best suited for the Company.

M/s Gupta Rustagi& Co., Chartered Accountants (FRN: 128701W), have given their consent to act as the Statutory Auditors of the Company along with confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

Accordingly, the approval of shareholders of the Company is sought by way of an Ordinary Resolution.



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The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an Ordinary Resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item No. 2

The Board of Directors of the Company ('the Board') at the meeting held on 14th February, 2024, on the recommendation of the Nominations & Remuneration Committee ('the Committee'), approved the appointment of Mr. AltafHussain Shah (DIN: 10351528) as a Managing Director of the Company with effect from 14thFebruary, 2024.

Further, the Board on their meeting held on 28th March, 2024, on the recommendation of the Committee, also approved, subject to the approval of the Members, appointment of Mr. AltafHussain Shah as Director and also as the Managing Director of the Company for a period of Five years with effect from 14thFebruary, 2024.

The main terms and conditions of his appointment and remuneration of Managing Director are as under:

1. Remuneration:

a) Salary

The Managing Director shall be entitled to salary up to Rs. 1,00,000/-monthly. The Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

b) Other Allowances / Benefits, Perquisites :

Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.

2. Annual remuneration review is from 1st April each year, as per the policy of the Company.

3. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.



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4. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. AltafHussain Shah, Managing Director will be considered as continuous service with the Company from the date of his joining.

5. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

6. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. AltafHussain Shah in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, Managing Director if required.

7. The Board will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.

Pursuant to Section 152 of the Companies Act, 2013 ('the Act'), Mr. AltafHussain Shah has given his consent to act as Director of the Company proposing his appointment as a Director of the Company.

The aggregate of the remuneration and perquisites / benefits payable to Mr. AltafHussain Shah shall be within the limits prescribed under the Act. Further, the aforesaid remuneration shall be paid as minimum remuneration to Mr. AltafHussain Shah in terms of Schedule V to the Act.

Brief Profile of Mr. AltafHussain Shah:

Mr. AltafHussainShahhaving more than 10 years of Experience in the field of Marketing and In the opinion of the Committee and the Board, Mr. AltafHussain Shah is competent to carry on the responsibilities entrusted to him and taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. AltafHussain Shah, the proposed remuneration, as stated above, is fair and reasonable.

Additional information in respect of Mr. AltafHussain Shah, pursuant to Schedule V of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given in the Annexure.

Approval by way of Special Resolution is being sought for appointment and remuneration of Mr. AltafHussain Shah, as set out herein above.



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Except Mr. Altaf Hussain Shah, None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No. 3

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Deepika Krishnan Iyer (DIN: 10515778) as an Additional Director (Independent Director) of the Company, with effect from 14th February, 2024, under Section 149, 150 and 152 of the Companies Act, 2013.

In terms of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Ms. Deepika Krishnan Iyer, shall hold office upto the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier Ms. Deepika Krishnan Iyer is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has also received a declaration of independence from Ms. Deepika Krishnan Iyer.

In the opinion of the Board, Ms. Deepika Krishnan Iyer fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Ms. Deepika Krishnan Iyer is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and had given her consent to act as a Director.

Profile of Ms. Deepika Krishnan Iyer as under:

Ms. Deepika Krishnan Iyer has completed Graduation in Commerce and having 10 years of experience in the field of Digital Marketing, Operation and Departmental logs and Social Connectivity Personal Development Psychology and Human Behaviour and the Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Deepika Krishnan Iyer as an Independent Director.

Ms. Deepika Krishnan Iyer is not inter-se related with any other Director or Key Managerial Personnel of the Company. Ms. Deepika Krishnan Iyer does not hold any share in the Company.

Except, Ms. Deepika Krishnan Iyer, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Deepika Krishnan Iyer as an Independent



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Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

Item No. 4

Mr. Ashish Abbi (DIN: 10515790) was recommended for appointed as Additional Independent Directors on the Board by the Board of Directors of the Company and the recommendation of Nomination and Remuneration Committee, in Board Meeting/ Nomination and Remuneration Committee held on 28th March, 2024 and subject to the approval of the members in the ensuing General Meeting/postal ballot, for appointment as an Independent Director to hold office for a term of five consecutive years starting from 28th March, 2024 to 27th March, 2029 in accordance with the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolutions set out at Item No. 4 of the Notice of Postal Ballot for shareholders' approval.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Mr. Ashish Abbi, is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

DATE: 28TH MARCH, 2024

PLACE: NEW DELHI

**BY ORDER OF THE BOARD
FOR WELCURE DRUGS AND PHARMACEUTICALS LIMITED
SD/-**



**ALTAF HUSSAIN SHAH
MANAGING
DIRECTOR
DIN: 10351528**



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Additional information in respect of Appointment of

M/s Gupta Rustagi & Co., Chartered Accountants (FRN: 128701W)

Name and DIN	M/s Gupta Rustagi & Co.(FRN: 128701W)
Reason for change e viz., appointment, resignation, removal, death or otherwise	Appointment of M/s Gupta Rustagi & Co.(FRN: 128701W) as Statutory auditor of the company.
Date of Resignation	With effect from 28th March, 2024.
Brief Profile	M/s Gupta Rustagi & Co. (Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI), New Delhi. The firm having 16 year of Experience.
Disclosure of relationship between directors (in case appointment of a director)	Not Applicable



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Mr. Altaf Hussain Shah

Particulars	Mr. Altaf Hussain Shah
Date of Birth	13/04/1982
Age	41 years
Qualification	Graduation in Commerce
Experience	10 years of Experience in the field of Marketing
Terms and Conditions of Appointment	Appointment for the period of 5 years
Remuneration drawn during FY 2022-23	N.A
Date of first appointment on the Board	14th November, 2023
Shareholding in the Company (singly / jointly), including shares held as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	None
Direct or indirect pecuniary relationship with the Company, other than remuneration	None
Number of Board Meetings attended during FY 2022-23 (up to the date of the Notice)	None
Directorship(s) in other companies	None
Membership(s) / Chairmanship(s) of Board Committees of other companies	None



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Ms. Deepika Krishnan Iyer

Particulars	Ms. Deepika Krishnan Iyer
Date of Birth	08/11/1992
Age	31 years
Qualification	Graduation
Experience	10 years of experience in the field of Digital Marketing, Operation and Departmental logs and Social Connectivity Personal Development Psychology and Human Behaviour
Terms and Conditions of Appointment	Appointment for the period of 5 years
Remuneration drawn during FY 2022-23	N.A
Date of first appointment on the Board	14th February, 2024
Shareholding in the Company (singly / jointly), including shares held as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	None
Direct or indirect pecuniary relationship with the Company, other than remuneration	None
Number of Board Meetings attended during FY 2022-23 (up to the date of the Notice)	None
Directorship(s) in other companies	None
Membership(s) /Chairmanship(s) of Board Committees of other companies	None



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Mr. Ashish Abbi

Particulars	Mr. Ashish Abbi
Date of Birth	04/04/1981
Age	42 years
Qualification	Graduation
Experience	
Terms and Conditions of Appointment	Appointment for the period of 5 years
Remuneration drawn during FY 2022-23	N.A
Date of first appointment on the Board	NA
Shareholding in the Company (singly / jointly), including shares held as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	None
Direct or indirect pecuniary relationship with the Company, other than remuneration	None
Number of Board Meetings attended during FY 2022-23 (up to the date of the Notice)	None
Directorship(s) in other companies	None
Membership(s) /Chairmanship(s) of Board Committees of other companies	None