

NOTICE OF 09TH ANNUAL GENERAL MEETING

Notice is hereby given that 09th Annual General Meeting of the Shareholders of **Takeda Biopharmaceuticals India Private Limited** will be held on **Friday, 06th December, 2024 at 05:30 P.M. (IST)** through Video Conference (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following business at a shorter notice.

We would like to inform you that this meeting will be held through video conferencing facility/other audio-visual means in accordance with the applicable provisions of the Companies Act, 2013 read with MCA general circular no. 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, 25th September, 2023 and 19th September, 2024 respectively.

A Copy of this notice is also being issued to the statutory auditors of the Company in accordance with the Circulars.

You are requested to kindly make it convenient to attend the same.

Takeda Biopharmaceuticals India Private Limited
(formerly known as Baxalta Bioscience India Private Limited)
Registered Office : 6th Floor, Tower C, Building No. 8,
DLF Cyber City, DLF Phase II, Gurgaon, HR 122001 IN
www.takeda.com
Tel: +91 (124) 455 9100 / Fax: +91 (124) 455 9109
CIN : U51909HR2015FTC055144

ORDINARY BUSINESS

1. Adoption of financial statements

To consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2024 along with the reports of the Directors' and Auditors thereon.

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

"RESOLVED THAT consent of the Shareholders be and are hereby accorded to adopt the audited financial statements of the company for the financial year ended 31st March, 2024 along with the reports of the Directors' and Auditors thereon."

2. To consider and approve the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the company.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, consent of the Shareholders be and are hereby accorded for the re-appointment of **M/s. B S R & Co. LLP, Chartered Accountants** (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company for a period of five years (i.e. FY 2024-25 to FY 2028-29) from the conclusion of 09th Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company to be held in the Financial Year 2029-30 at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to file and sign e-form ADT-1 and such documents with the Registrar of Companies, NCT of Haryana and to do all such acts, deeds and things as may be necessary in relation to the above resolution."

SPECIAL BUSINESS**3. To consider and approve the appointment of Ms. Annapurna Das as a Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Ms. Annapurna Das (DIN: 08634664), who was appointed as an Additional Director of the Company by the Board under section 161 of the Companies Act, 2013 w.e.f 04th June, 2024 and who hold office as such up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to digitally sign Web form DIR-12 and necessary documents to give effect to the above resolution with the concerned Registrar of Companies, N.C.T of Delhi and Haryana.”

4. To consider and approve the appointment of Mr. Rahul Ganesh Kedia as a Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Mr. Rahul Ganesh Kedia (DIN: 07187814), who was appointed as an Additional Director of the Company by the Board under section 161 of the Companies Act, 2013 w.e.f 25th September, 2024 and who hold office as such up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to digitally sign Web form DIR-12 and necessary documents to give effect to the above resolution with the concerned Registrar of Companies, N.C.T of Delhi and Haryana.”

5. To consider and approve the appointment of Ms. Anjana Narain as a Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Ms. Anjana Narain (DIN: 10051184), who was appointed as an Additional Director

of the Company by the Board under section 161 of the Companies Act, 2013 w.e.f 08th November, 2024 and who hold office as such up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to digitally sign web form DIR-12 and necessary documents to give effect to the above resolution with the concerned Registrar of Companies, N.C.T of Delhi and Haryana.”

NOTES

1. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular Nos. 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, 25th September, 2023 and 19th September, 2024 respectively(collectively referred to as ‘Circulars’), has introduced certain measures enabling Companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2024 consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/Authorization letter authorizing their representative to attend and vote on their behalf at the Meeting before the commencement of the meeting.
4. The Register of Directors Shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Shareholders only in electronic form at the meeting.

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5. The meeting shall deem to be held at the Registered office of the Company at 6th Floor, Tower 'C', Building 8, DLF Cyber City, DLF Phase-II, Gurgaon, Haryana-122001, Haryana.
6. Since the AGM will be held through VC/OAVM, the route map to the venue is not annexed to this Notice.

**For and on behalf of the Board of
Takeda Biopharmaceuticals India Private Limited**

Sd/-

**Gunjan Malhotra
Company Secretary
J-153, Patel Nagar 1st
Ghaziabad 201001 UP**

Place: Gurgaon
Date: 06.12.2024

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013**ITEM NO. 03 TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. ANNAPURNA DAS AS A DIRECTOR OF THE COMPANY.**

Ms. Annapurna Das was appointed as an Additional Director of the Company w.e.f. 04th June, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of the ensuing Annual General Meeting.

In terms of section 152 of the Companies Act, 2013 read with rules, the Board recommended the appointment of Ms. Annapurna Das, as a Director of the Company for approval of the Shareholders in the Board meeting held on 05th December, 2024.

In the view of the above, the Board of Directors recommended the passing of the resolution mentioned as Item No. 3 of this notice as an Ordinary Resolution.

None of the Directors, Managers, Key Managerial Personnel and their relatives, except Ms. Annapurna Das, are concerned or interested (financially or otherwise) in this Resolution.

ITEM NO. 04 TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. RAHUL GANESH KEDIA AS A DIRECTOR OF THE COMPANY.

Mr. Rahul Ganesh Kedia was appointed as an Additional Director of the Company w.e.f. 25th September, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of the ensuing Annual General Meeting.

In terms of section 152 of the Companies Act, 2013 read with rules, the Board recommended the appointment of Mr. Rahul Ganesh Kedia, as a Director of the Company for approval of the Shareholders in the Board meeting held on 05th December, 2024.

In the view of the above, the Board of Directors recommended the passing of the resolution mentioned as Item No. 4 of this notice as an Ordinary Resolution.

None of the Directors, Managers, Key Managerial Personnel and their relatives, except Mr. Rahul Ganesh Kedia, are concerned or interested (financially or otherwise) in this Resolution.

ITEM NO. 05 TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. ANJANA NARAIN AS A DIRECTOR OF THE COMPANY.

Ms. Anjana Narain was appointed as an Additional Director of the Company w.e.f. 08th November, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of the ensuing Annual General Meeting.

In terms of section 152 of the Companies Act, 2013 read with rules, the Board recommended the appointment of Ms. Anjana Narain as a Director of the Company for approval of the Shareholders in the Board meeting held on 05th December, 2024.

In the view of the above, the Board of Directors recommended the passing of the resolution mentioned as Item No. 5 of this notice as an Ordinary Resolution.

None of the Directors, Managers, Key Managerial Personnel and their relatives, except Ms. Anjana Narain, are concerned or interested (financially or otherwise) in this Resolution.

**For and on behalf of the Board of
Takeda Biopharmaceuticals India Private Limited**

Sd/-

**Gunjan Malhotra
Company Secretary
J-153, Patel Nagar 1st
Ghaziabad 201001 UP**

Place: Gurgaon
Date: 06.12.2024