



## Mankind Pharma Limited

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### Postal Ballot Notice

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the shareholders of Mankind Pharma Limited ("**the Company**") by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**"), inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020 dated April 08, 2020, 03/ 2022 dated May 05, 2022, 11 / 2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ("**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice ("**Notice**") is being sent only through electronic mode to all its shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent ("**RTA**") or Depositories as on May 15, 2024 ("**cut-off date**") and the communication to assent/dissent of the shareholders on the resolutions proposed in this Notice will only take place through the remote e-voting system. If your email address is not registered with the Company/ RTA / Depositories, please follow the process provided in the notes to this Notice.

Further, in compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide remote e-voting facility to all its shareholders. Shareholders are requested to refer the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

#### SPECIAL BUSINESSES

**ITEM NO. 1: To consider and give assent / dissent to following resolution as an Ordinary Resolution:**

#### APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

"**RESOLVED THAT** pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force ("**Companies Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from ₹ 41,35,00,000/- (Rupees Forty One Crores Thirty Five Lakh Only) divided into 41,35,00,000 (Forty One Crores Thirty Five Lakh) equity shares of ₹ 1/- (Rupee One only) each to ₹ 60,00,00,000/- (Rupees Sixty Crores Only) divided into 60,00,00,000 (Sixty Crores) equity shares of ₹ 1/- (Rupee One only) each ranking pari-passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is ₹ 60,00,00,000/- (Rupees Sixty Crores Only) divided into 60,00,00,000 (Sixty Crores) equity shares of ₹ 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or the directors or the Company Secretary as authorized by the Board be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

**ITEM NO. 2: To consider and give assent / dissent to following resolution as a Special Resolution:**

**APPROVAL FOR RAISING OF FUNDS IN ONE OR MORE TRANCHEs THROUGH ISSUANCE OF EQUITY SHARES AND/OR OTHER SECURITIES TO ELIGIBLE INVESTORS**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (“**ICDR Regulations**”) and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any amendment, modification, variation or re-enactment thereof) (“**SEBI Debt Regulations**”), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 1 each of the Company (“**Equity Shares**”) are listed, the provisions of the Foreign Exchange Management Act, 1999, the Depository Receipts Scheme, 2014, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 including any amendments, statutory modification(s) and/or re-enactment thereof (“**FEMA**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**GOI**”), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GOI, Ministry of Corporate Affairs (“**MCA**”), the Reserve Bank of India (“**RBI**”),

BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”), the Securities and Exchange Board of India (“**SEBI**”), the Registrar of Companies, NCT of Delhi and Haryana (“**ROC**”), and/ or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, from SEBI, the Stock Exchanges, RBI, MCA, GOI, ROC, or any other regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any committee, which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by Resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the consent, authority and approval of the shareholders be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares and/or other securities convertible into Equity Shares (including warrants (detachable or not) or otherwise, in registered or bearer form), and / or Global Depository Receipts (“**GDRs**”) and / or American Depository Receipts (“**ADRs**”) and / or Foreign Currency Convertible Bonds (“**FCCBs**”), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/or convertible preference shares of any kind or type or any security convertible and/or linked to Equity Shares (hereinafter referred to as “**Securities**”), or any combination thereof, in accordance with applicable law, in one or more tranches and/or one or more issuances simultaneously or otherwise, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount up to and not exceeding ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores only) (which aggregate amount shall exclude aggregate value of any debt securities or instruments raised or to be raised pursuant to authority granted by shareholders of the Company separately under Section 180 (1)(c) of the Companies Act, 2013) or an equivalent amount thereof which may include a discount of not more than 5% (five percent) on the floor price calculated as per Regulation 176 of the SEBI ICDR regulations, at such time or times, (inclusive of such premium to the face value as may be fixed on such Securities) at such price or prices as may be permissible under applicable law, including by way of a qualified institutional placement (“**QIP**”) in accordance with the provisions of Chapter VI of the ICDR Regulations and other applicable laws, or through any other permissible mode and/or combination thereof as may

be considered appropriate under applicable law including through one or more public issue(s), private placement(s), or any other follow-on offering, and/or any combination thereof or any other method as may be permitted under applicable laws to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") (as defined in the ICDR Regulations), through an offer/placement document and/or other letter or circular ("**Offering Circular**") as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion and without requiring any further approval or consent from the members (the "**Issue**"), at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India or overseas jurisdictions for such issue and without requiring any further approval or consent from the shareholders.

**RESOLVED FURTHER THAT** pursuant to the above-mentioned resolutions:

- (a) the Securities proposed to be issued, offered and allotted shall be fully paid up and dematerialized and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- (b) the Equity Shares that may be issued by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;
- (d) a minimum of 10% (or any other percentage as may be permissible) of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs; and
- (e) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company.

**RESOLVED FURTHER THAT** in case of offering of any Securities, including without limitation any GDRs/ ADRs or other securities convertible into equity shares, consent of the Shareholders be and is hereby accorded to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank pari-passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.

**RESOLVED FURTHER THAT** in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Framework for issue of Depository Receipts dated October 10, 2019 issued by the SEBI, as amended and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (including any statutory modification(s), amendment(s) or re-enactment(s) thereof).

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, including any statutory modification(s), re-enactment(s) or amendment(s) thereto and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.

**RESOLVED FURTHER THAT** the allotment of Securities (or any combination of Securities as may be decided by the Board) shall only be to QIBs as defined in the ICDR Regulations and shall be completed within a period of 365 days from the date of passing of this special resolution by the shareholders of the Company or such other time as may be allowed under the ICDR Regulations from time to time. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolution.

**RESOLVED FURTHER THAT** subject to applicable law, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP of Equity Shares as eligible securities or such other date as may be permissible, in accordance with applicable laws, rules, regulations and guidelines in relation to the proposed issue of Equity Shares, and in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board or any other committee decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date as may be permissible in accordance with applicable law.

**RESOLVED FURTHER THAT** the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the ICDR Regulations. Furthermore, the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment.

**RESOLVED FURTHER THAT** any issue of Securities shall be at such price as required to be offered in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ("QIP Floor Price"), and also may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price or any such price shall be determined by the Board in consultation with the lead managers / book running lead managers.

**RESOLVED FURTHER THAT** the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing shareholders of the Company, at a price which is determined in accordance with relevant provisions of the ICDR Regulations or other applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board and/or any other Committee be and is hereby authorised on behalf of the Company to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering and to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India.

**RESOLVED FURTHER THAT** the issue to the holders of Securities, which are convertible into or exchangeable with the Equity Shares at a later date, will be, inter alia, subject to the following terms and conditions:

- a) In the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted will stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced in equal proportion;
- b) In the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer, and such additional Equity Shares will be offered to the holders of the Securities at the same price at which the same are to the existing shareholders;
- c) In the event of a merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid will be suitably adjusted; and
- d) In the event of consolidation of outstanding Equity Shares or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of the concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion,

in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board or such other officer of the Company as designated by the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), and any appendices or corrigendum thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification of the class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 Crores, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution. Furthermore, all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint/ engage book running lead manager(s), underwriters, intermediaries, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memos, documents, etc. including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries with such agencies and to seek the listing of such Eligible Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board is authorised to seek the listing of Eligible Securities on any stock exchange (s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, ROC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board or duly constituted committee thereof is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee constituted by them or any Director(s) or Officer(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may consider necessary, desirable or expedient and deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

**ITEM NO. 3: To consider and give assent / dissent to following resolution as a Special Resolution: -**

**APPROVAL FOR ENHANCEMENT OF LIMIT FOR THE LOAN, GUARANTEE AND INVESTMENT BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee and/or any duly constituted/ to be constituted Committee by Board thereof to exercise its powers including powers conferred under this resolution) to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) to invest/acquire securities or interest of any partnership, limited liability partnership, unincorporated association, trust, body corporate, company by way of subscription, purchase or otherwise, in one or more tranches, from time to time as the Board of Directors may deem fit , for an amount which is ₹ 10,500 Crores over and above the limits available to the Company under Section 186 and other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or the Directors or any other Official of the Company as authorized by the Board be and are hereby severally authorised to negotiate and finalise the terms and conditions of such investments, to sign or execute the necessary agreements, documents as the case may be, obtain necessary permission, approvals statutory, contractual or otherwise, if any, as the case may be, to settle all matters arising out of and incidental thereto and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

**ITEM NO. 4: To consider and give assent / dissent to following resolution as a Special Resolution: -**

**APPROVAL FOR INCREASE THE BORROWING LIMIT UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

“**RESOLVED THAT** in supersession of the special resolution passed by the shareholders of the Company in their Meeting held on September 23, 2017 and pursuant to section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee or delegated authority thereof), to borrow money in any form including but not limited to by way of loans, financial facility, through the issuance of debentures/ bonds, commercial paper or such other form on such terms and conditions as the Board may deem fit from time to time provided that the total amount upto which monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed the higher of (i) sum of ₹ 12,500 Crores (Rupees Twelve Thousand Five Hundred Crores only) or (ii) aggregate of the paid up share capital of the Company, its free reserves and securities premium account.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or the directors or any other official of the Company as authorized by the Board be and are hereby severally authorised to negotiate, finalise, sign and execute the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

**ITEM NO. 5: To consider and give assent / dissent to following resolution as a Special Resolution: -**

**APPROVAL FOR CREATION OF MORTGAGE AND/OR CHARGE ON ALL OR ANY OF THE MOVABLE AND/OR IMMOVABLE PROPERTIES OF THE COMPANY**

“**RESOLVED THAT** in supersession of the special resolution passed by the shareholders of the Company in their Meeting held on September 23, 2017 and pursuant to the provisions

of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee or delegated authority there of) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/ other instruments to secure rupee/foreign currency loans and/ or the issue of debentures whether partly/fully convertible or non-convertible securities and/ or rupee/foreign currency convertible bonds and/ or foreign currency bonds and/ or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount upto monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed the higher of (i) sum of ₹ 12,500 Crores (Rupees Twelve Thousand Five Hundred Crores only) or (ii) aggregate of the paid up share capital of the Company, its free reserves and securities premium account.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or the Directors or any other Official of the Company as authorized by the Board be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, to settle all questions and difficulties in connection with the sale without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

By Order of the Board of Directors  
For **Mankind Pharma Limited**

**Pradeep Chugh**  
Company Secretary and Compliance Officer  
M. No. A18711

Date: May 15, 2024  
Place: New Delhi  
Regd. Office: 208, Okhla Industrial Estate  
Phase – III, New Delhi 110 020

**NOTES:**

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Act setting out the material facts and reasons is annexed herewith.
2. A person who is not a member on the relevant cut-off date should treat this notice for information purpose only.
3. Shareholders may note that this Postal Ballot Notice will also be available on the Company's website at [www.mankindpharma.com](http://www.mankindpharma.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
4. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI LODR Regulations, the Company has engaged NSDL to provide remote e-voting facility for its shareholders. The procedure for remote e-voting is given below. The remote e-Voting facility is available at the link at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from May 19, 2024 (9:00 AM IST) and end on June 17, 2024 (5:00 PM IST) (both days inclusive). The remote e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time.  
  
Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
5. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
6. The Board of the Directors of the Company has appointed Mr. Ankit Singhi (CP No.: 16274) failing him Mr. Nitesh Latwal (CP No.: 16276), Practicing Company Secretaries and Partners of M/s PI & Associates, New Delhi as the Scrutinizer for conducting the voting process through Postal Ballot remote e-Voting in accordance with the law and in a fair and transparent manner.
7. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two (2) working days from the end of the remote e-voting period to the Chairman or any other person authorised by him. Upon receipt of scrutinizer's report, the results of the Postal Ballot will be announced by the Chairman or the authorised person immediately.
8. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at [www.Mankindpharma.com](http://www.Mankindpharma.com) and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited.

The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a general meeting of the shareholders convened in that behalf. The resolution, if approved by the requisite votes of shareholders by means of Postal Ballot (i.e., remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. June 17, 2024.

9. All documents referred to in the Notice and Explanatory Statement are available for inspection by the shareholders at the Registered Office of the Company as well as electronically on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of remote e-voting i.e. June 17, 2024. Any Member interested in inspection may write to [investors@mankindpharma.com](mailto:investors@mankindpharma.com).
10. Shareholders, who are holding shares in physical/ electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving this Notice by email to [investors@mankindpharma.com](mailto:investors@mankindpharma.com). Shareholders holding shares in demat form can update their email address with their Depository Participants.
11. **Instructions for Remote E-Voting -**

The manner and process of remote e-Voting is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/ Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
    8. Now, you will have to click on "Login" button.
    9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@piassociates.co.in](mailto:info@piassociates.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [investors@mankindpharma.com](mailto:investors@mankindpharma.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-

attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@mankindpharma.com](mailto:investors@mankindpharma.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from ₹ 41,35,00,000/- (Rupees Forty One Crores Thirty Five Lakh Only) divided into 41,35,00,000 (Forty One Crores Thirty Five Lakh) equity shares of ₹ 1/- (Rupee One only) each to ₹ 60,00,00,000/- (Rupees Sixty Crores Only) divided into 60,00,00,000 (Sixty Crores) equity shares of ₹ 1/- (Rupee One only) each.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of shareholders in general meeting u/s 13 and 61 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as ordinary resolution.

### Item No. 2

In accordance with Section 102 of the Act read with the rules made thereunder, the following statement contains all the material facts relating to the Special Business, as set out in item no. 2 of this notice.

The Company is on a continuous growth trajectory and post listing is in search of investment opportunities to achieve economies of scale, business synergies and backward & forward integration through acquisition, diversification and such other similar strategies. The key to implement these strategies is funding. Availability of funds is also essential to explore organic as well as inorganic growth options in order to ensure high growth similar to ones experienced in the last decade.

The enabling resolution seeks an approval from the shareholders to raise funds, at an appropriate time by the Board keeping in view the business needs of the Company. The Company seeks flexibility to raise additional capital for its future growth and expansion. The proceeds may be utilized for augmenting long term cash resources, to fund the organic or inorganic growth opportunities in the area of its operations and adjacencies, for making investments in companies whether a subsidiary, joint venture, associates or otherwise (either through debt or equity or any convertible

securities), growth of existing businesses or to enter into new businesses in line with the strategy of the Company, repayment/prepayment of indebtedness of the Company or Subsidiary, setting up of R&D facilities, working capital and capex requirements of the Company or Subsidiary or for any other general purposes as may be permissible under the applicable law and approved by their Board or its duly constituted Committee.

Accordingly, as approved by the board of directors of the Company ("**Board**") at their meeting held on May 15, 2024 and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds in one or more tranches by way of issuance of equity shares of face value ₹1 ("**Equity Shares**"), and/or other securities convertible into Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form), and / or Global Depository Receipts ("**GDRs**") and / or American Depository Receipts ("**ADRs**") and / or Foreign Currency Convertible Bonds ("**FCCBs**"), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination thereof, in accordance with applicable law, in one or more tranches and/ or one or more issuances simultaneously or otherwise, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or International offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores Only) or an equivalent amount thereof which may include a discount of not more than 5% (five percent) on the floor price calculated as per Regulation 176 of the SEBI ICDR regulations, at such time or times, (inclusive of such premium to the face value as may be fixed on such Securities) at such price or prices as may be permissible under applicable law, including by way of a qualified institutional placement or an equivalent (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of qualified institutional placement ("**QIP**") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**ICDR Regulations**"), or through one or more public issue(s), private placement(s), or any follow-on offering and/or any combination thereof or any other method as may be permitted under applicable laws, Section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws. The aggregate amount, if any, so raised through Debt Securities

shall not form part of the limit of ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores Only) as stated in Item No. 02, but shall be part of the limit separately approved by the Shareholder under section 180 (1)(c) of the Companies Act, 2013. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers / book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, NCT of Delhi and Haryana to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a qualified institutions placement:

- a. the allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under ICDR Regulations;
- b. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the ICDR Regulations and applicable laws;
- c. a minimum of 10% (or such other percentage as may be prescribed under applicable law) of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- d. the floor price will be calculated as per the formula prescribed under the ICDR Regulations. The Company may offer a discount not exceeding 5% of the floor price or such other percentage as may be permitted under applicable law to the floor price or any such price shall be determined by the Board in consultation with the lead managers / book running lead managers;
- e. the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the ICDR Regulations or such other date as may be permissible under applicable law;
- f. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchanges for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- g. an issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
- h. no single allottee shall be allotted more than 50% of the QIP size or any other threshold as prescribed under applicable law and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- i. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- j. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- k. the schedule of the QIP will be as determined by the Board or its duly authorized committee;
- l. the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment; and
- m. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to

be undertaken pursuant to the special resolution passed at this meeting.

The relevant date for determining the issue price of the Securities by way of QIP/FPO/rights issue/ FCCBs/ ADRs or GDRs or by way of any other mode of issuance shall, subject to and in accordance with the SEBI ICDR Regulations and the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, be:

- a. in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant applicable regulations, the date of meeting in which the Board decides to open the issue, and/or;
- b. in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board or such other date as permissible under applicable law.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing shareholders of such company and to any persons other than the existing shareholders of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing shareholders of the Company and to persons other than existing shareholders of the Company, approval of the shareholders of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its shareholders by way of a Special Resolution. Consent of the shareholders would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari-passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, subject to the requirements of all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment(s) thereof ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The approval of the members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 2 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

**Change in Control:** There would be no change in control pursuant to the said issue of Securities. The Securities will be offered and issued to such Investors who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines.

If the Issue is made through a QIP, the Promoters will not participate in the Issue. Further, none of the directors or key managerial personnel or promoters intend to participate or subscribe to Securities in the Issue.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 2 of the accompanying notice

This notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The Board has approved the Issue pursuant to its resolution dated May 15, 2024. The Board recommend the aforesaid resolution for the approval by the shareholders as a special resolution.

### **Item No. 3**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives including organic or inorganic growth, the Board of Directors of the Company proposes to make use of the same by acquiring/making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

The Company has during its business, formed subsidiaries which may require support from the Company from time to time in the form of infusion of funds into their business for their expansion activities as well as for operations. Accordingly, some part of the investment / loan / guarantee limits can also be used by the Company for this purpose, if the board deems appropriate.

The shareholders may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of shareholders by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Act by way of special resolution, to an amount which is ₹ 10,500 Crores over and above the limits available to the Company under Section 186 and other applicable provisions of the Act. As per the last audited financial statements dated 31<sup>st</sup> March 2024, the limits available under Section 186 (2) of the Companies Act, amounts to ₹ 9,560.50/- Crores.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as a special resolution.

#### **Item No(s). 4 and 5**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company may raise finance via debentures/bonds/commercial papers or such other form or by way of loan and other facilities from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals, as may be considered fit.

As per the provisions of Section 180(1)(c) of the Act and its rules thereunder, the Board of Directors of a Company shall not, except with the consent of shareholders by special resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital, its free reserves and securities premium account. In order to provide

sufficient limit for borrowings, it is proposed to increase the borrowing limits (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) to the higher of (i) sum of ₹ 12,500 Crores (Rupees Twelve Thousand Five Hundred Crores only) or (ii) aggregate of the paid-up share capital of the Company, its free reserves and securities premium account. Pursuant to the shareholders' resolution dated September 23, 2017, the current borrowing limits of the Company are ₹ 10,558.45/- Crores.

The borrowings of the Company in general may be required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorised Committee of the Company from time to time, in consultation with the lender(s).

It is therefore, necessary to take the approval of shareholders under Section 180(1)(a) and 180(1)(c) of the Act to enable the Board of Directors to borrow money upto (i) ₹ 12,500 Crores (Rupees Twelve Thousand Five Hundred Crores Only) or (ii) aggregate of the paid up share capital of the Company, its free reserves and securities premium account, whichever is higher and authorise the Board to secure the same by mortgage / charge/ hypothecation on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, as the case may be.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 4 and 5 of the accompanying notice.

The Board recommend the aforesaid resolutions for the approval by the shareholders as a special resolution.

By Order of the Board of Directors  
For **Mankind Pharma Limited**

**Pradeep Chugh**  
Company Secretary and Compliance Officer  
M. No. A18711

Date: May 15, 2024  
Place: New Delhi  
Regd. Office: 208, Okhla Industrial Estate  
Phase – III, New Delhi 110 020