



Date: November 21, 2024

BSE Limited

P J Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Script Code: 543904

Symbol: MANKIND

Dear Sir/ Madam,

Subject: Postal Ballot Notice – Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’)

Pursuant to SEBI Listing Regulations, please find attached the Postal Ballot Notice dated November 5, 2024, which is being dispatch electronically on November 21, 2024, seeking approval of the members of the Company, by way of remote e-voting process, for:

- I. amendment in Articles of Association by way of special resolution;
- II. creation of mortgage and/or charge on all or any of the tangible and/or intangible assets of the Company by way of special resolution;
- III. creation of pledge on the equity shares of Bharat Serums and Vaccines Limited, material wholly owned subsidiary of the Company by way of special resolution.

In accordance with the General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/ 2022 dated May 05, 2022, 11 / 2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (‘MCA Circulars’), the Postal Ballot Notice along with Explanatory Statement is being sent to the Members whose names appear in the Register of Beneficial Owners maintained by the Depositories and whose email addresses are registered with the Depositories as on Friday, November 15, 2024 (‘Cut-Off Date’).

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) as the agency to provide remote e-voting facility to its members. The remote e-voting facility will be available during the following period:

Commencement of e-Voting	9.00 a.m. (IST) on Friday, November 22, 2024
End of e-Voting	5.00 p.m. (IST) on Saturday, December 21, 2024

The e-voting module shall be disabled by NSDL thereafter.

The members whose email address is not registered with the Depositories may please follow the process as given in the notes to the Postal Ballot Notice.

This Postal Ballot Notice dated November 5, 2024, will also be available on the Company’s website at www.mankindpharma.com and website of NSDL at www.evoting.nsdl.com .

MANKIND PHARMA LIMITED

Regd. Office : 208, Okhla Ind. Estate, Phase - 3, New Delhi-110020 • Ph. : 011-46846700, 47476600
CIN No. L74899DL1991 PLC044843 • E-mail : contact@mankindpharma.com • www.mankindpharma.com



Mankind

Serving Life

The results of remote e-voting will be declared on or before Tuesday, December 24, 2024 and the same shall be intimated to BSE Limited and National Stock Exchange of India Limited and will also be displayed on the Company's website www.mankindpharma.com.

This is for your information and necessary dissemination

Thanking You,

Yours Faithfully,

For **Mankind Pharma Limited**

Pradeep Chugh
Company Secretary and Compliance Officer

Encl.: As above

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MANKIND PHARMA LIMITED

Registered Office: 208, Okhla Industrial Estate, Phase III, New Delhi 110020, Delhi, India.

Telephone No. +91 11 47476600

Corporate Office: 262, Okhla Industrial Estate, Phase III, New Delhi 110020, Delhi, India.

Telephone No. +91 11 46846700

CIN: L74899DL1991PLC044843

Website: www.mankindpharma.com | **Email:** investors@mankindpharma.com

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, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/ 2022 dated May 05, 2022, 11 / 2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (**"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 November 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 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 a Special Resolution:

APPROVAL FOR AMENDMENT IN ARTICLES OF ASSOCIATION

"RESOLVED that pursuant to the provisions of Sections 14 and any other applicable provisions read with rules made thereunder, if any, of the Companies Act, 2013 (including any modification(s) or re-enactment(s) thereof) and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and s ubject to s uch other consent(s) / permission(s) / sanction(s) as may be required, the approval of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by insertion of the following clause:

"126A

- (a) Notwithstanding anything to the contrary contained in these articles, any Debenture Trustee/ Trustees appointed under the trust documents or any other document relating to or covering the issue of debentures or bonds of the Company may pursuant to and in accordance with SEBI (Debenture Trustee) Regulations, 1993 or debenture trust deed or any other circular/ guidelines/ notification issued by Securities and Exchange Board of India, Stock Exchanges or any other governmental authority in this regard (as may be

amended from time to time) nominate a person to be appointed as a director on the Board of the Company ("Nominee Director") in exercise of its duties under the Securities and Exchange Board of India (Debt Securities) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together "SEBI Regulations"), as amended from time to time and the Board of the Company shall appoint such person as a Director.

Provided that, if more than one Debenture Trustee(s) are entitled to appoint director in terms of the SEBI Regulations, all such Debenture Trustees shall jointly nominate only one person to be appointed as a Director on the Board of the Company in terms of this Article.

- (b) The Company shall appoint such Nominee Director forthwith, but, in any case, by no later than 1 month from receiving a nomination notice from the Debenture Trustee(s), and shall take all corporate action to effectuate the rights of the Nominee Director as set out in the relevant debenture trust deed (including, without limitation, amending the Company's constitutional documents if required).
- (c) Any vacancy in the office of such Director during the term shall be filled in by the Debenture Trustee(s) by nominating another person.
- (d) Any such nomination for appointment or removal of Director shall be made by Debenture Trustee(s) in writing and shall be served at the registered office of the Company.
- (e) The nominee director shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in office for so long as the default subsists."

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 CREATION OF MORTGAGE AND/OR CHARGE ON ALL OR ANY OF THE TANGIBLE AND/OR INTANGIBLE ASSETS OF THE COMPANY

"RESOLVED THAT in supersession of the special resolution passed by the shareholders of the Company through postal ballot dated June 17, 2024 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 members of the Company 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 delegation thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such tangible and intangible assets, 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 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 ₹ 15,000 Crores (Rupees Fifteen Thousand 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 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, to settle all questions and difficulties in connection with the above mentioned charge/mortgage/hypothecation/sale/pledge or any other matter in relation to thereof 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."

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

APPROVAL FOR CREATION OF PLEDGE ON THE EQUITY SHARES OF BHARAT SERUMS AND VACCINES LIMITED, MATERIAL WHOLLY OWNED SUBSIDIARY OF THE COMPANY.

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company and provisions of Regulation 24 of Securities & Exchange

Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 consent of the members of the Company be and is hereby accorded to pledge or otherwise dispose off equity shares of Bharat Serums and Vaccines Limited ("BSV"), a material subsidiary of the Company in pursuance of such pledge in a manner and for the purpose as may be deemed fit by the Board of Directors or any committee thereof, including but not limited to secure any borrowing availed/ proposed to be availed by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including the authority to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or

more Directors of the Company with power to further delegate such powers, including the authority to sign and give delivery on behalf of the Company such agreements, deeds, documents, instruments and writings, as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors
For Mankind Pharma Limited

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

Date: November 5, 2024
Place: New Delhi
Regd. Off.: 208, Okhla Industrial Estate Phase – III,
New Delhi 110 020

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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. Shareholders may note that this Postal Ballot Notice will also be available on the Company's website at www.mankindpharma.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. 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 from November 22, 2024 (9:00 AM IST) and end on December 21, 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 member, the member shall not be allowed to change it subsequently or cast the vote again.
3. 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.
4. The Board of the Directors of the Company has appointed Mr. Amit Gupta (Membership No. F5478 and C.P. 4682), a Practising Company Secretary of M/s. Amit Gupta & Associates, Company Secretaries as the Scrutinizer for conducting the voting process through remote e-Voting in accordance with the law and in a fair and transparent manner.
5. 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.
6. 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 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. December 21, 2024.





7. 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. December 21, 2024. Any Member interested in inspection may write to investors@mankindpharma.com. 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. Shareholders holding shares in demat form can update their email address with their Depository Participants.
8. **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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 page. 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. Shareholders/Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option. On clicking the e-Voting option, the user will be able to see e-Voting page of the NSDL for casting their vote during the remote e-Voting period. Additionally, there is also links provided to access the system of NSDL, so that the user can visit the NSDL website directly. If the user is not registered for Easi/Easiest, then user may visit at CDSL Website i.e. www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link available on www.cdslindia.com home page. 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 of NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. 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.</p>

Important note: shareholders 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	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting 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 homepage 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 Shareholders 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 Shareholders 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 Shareholders 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 the 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:

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.

[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

 - a) Shareholders 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 is in active status.
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 amitguptacs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders 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 to reset the password.
3. In case of any queries related to this notice including e-voting facility, 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 or call on: 022 - 4886 7000 or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address:

pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.

4. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI mandated establishment of common Online Dispute Resolution Portal (“ODR Portal”), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising in Indian Securities Market. The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its STA. The process for initiation of Dispute Resolution process is enumerated below:
 - An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
 - If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines.
 - If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the weblink <https://smartodr.in/login>.
5. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

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 RESOLUTION SET OUT IN THIS NOTICE AS WELL AS RECEIVING COPY OF THIS NOTICE:

1. 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. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

2. Alternatively, shareholder(s) may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

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

Item No. 1

The Company has recently issued 3 series of Non-convertible Debentures ("NCD") aggregating to Rs. 5,000 Crore which are listed on BSE Limited since October 17, 2024.

As per Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024 and SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated May 22, 2024 the Company is required to ensure that its Articles of Association requires its Board of Directors to appoint the person nominated by the Debenture Trustee(s) as director on the Board of the Company in terms of clause (e) of sub-regulation (1) of regulation 15 of the SEBI (Debenture Trustees) Regulations, 1993 and Debenture Trust Deed executed between the Debenture Trustee and the Company.

In order to comply with the above provisions the Company proposes to alter its Articles of Association to include the provisions with respect to the requirement for the Board of Directors to appoint such person nominated by the Debenture Trustee as director on Board of the Company in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

The Board of directors at their meeting held on November 05, 2024, subject to the approval of the members of the Company, accorded their approval to alter the Articles of Association of the Company by inserting the Article 126A as set out in the resolution.

Members are requested to note that in terms of Section 14 of the Act, any alteration in the Articles of Association of the Company shall require approval of the Members of the Company by way of Special Resolution.

Members are requested to note that the draft Articles of Association of the Company along with proposed amendments shall be available for inspection by the Members of the Company at the registered office of the Company. Accordingly, approval of the Members of the Company is sought in terms of Section 14 of the Act to alter the Articles of Association.

The Board of Directors recommends the resolution set out at Item No. 1 of the Notice to the Members for their consideration and approval, by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the accompanying Notice.

Item No. 2 & 3

The shareholders of the Company vide postal ballot resolution passed on June 17, 2024 approved the creation of charge/mortgage/hypothecation on the assets of the company for an amount higher of (i) sum of Rs. 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. The said approval was obtained foreseeing the requirements of borrowings of the Company that the Company might need to avail in future.

Further, the Board of Directors in its meeting held on July 25, 2024 approved the acquisition of Bharat Serums and Vaccines Limited ("BSV") at an enterprise value of approximately Rs.13,630 Crores subject to adjustments as per the Share Purchase Agreement. The Company along with its wholly owned subsidiary, Appian Properties Private Limited has completed the acquisition of 100% stake of BSV on October 23, 2024 for a cash consideration of INR 13,768 Crores as per the terms and conditions of the share purchase agreement and the BSV become the wholly owned subsidiary of the Company on October 23, 2024. The said acquisition was funded through the combination of internal accruals and debt. The Company had raised a consolidated debt of Rs.10,000 Crores through issuance of Listed, Rated, Secured Non-Convertible debentures of Rs.5,000 Crores in 3 series ("Debentures") and Commercial Paper of Rs.5,000 Crores for acquisition of BSV.

In terms of the provisions of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 ("DT Regulations") and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (SEBI NCS Regulations), the Company had appointed Catalyst Trusteeship Limited as the Debenture Trustee ("Debenture Trustee") to hypothecate/pledge the assets of the Company in favor of Debenture Trustee to secure the above mentioned debentures.

The Company had also executed a Debenture Trust Deed ("DTD") with the Debenture Trustee detailing out the terms & conditions in relation to the issuance of the above Debentures. As per the terms and conditions of DTD the Company has secured the Debentures by providing security through hypothecation and mortgage of Company's assets and pledging of equity and preference shares of its subsidiary companies having total security value of Rs.5,139 Crores.

As per DTD, equity shares of BSV will be pledged in the favour of the Debenture Trustee as security of Debentures upon

becoming the wholly owned subsidiary of the Company and consequent to which existing hypothecation and mortgage on assets of the Company and pledge on the shares of other subsidiary companies will be released by the Debenture Trustee. The above pledge in the equity shares of BSV will be created in the phased manner.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act") and its rules thereunder, the Board of Directors of a Company shall not, except with the consent of Company by special resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings in which the investment of the company exceeds twenty per cent. of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent. of the total income of the company during the previous financial year.

Further, in terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting.

In view of above statutory requirements and terms & conditions of DTD of pledging the 96% equity shares of BSV is likely to exceeds the limits available under section 180(1)(a) of the

Companies Act, 2013. Accordingly the Board of directors at their meeting held on November 05, 2024, subject to the approval of the members of the Company, accorded their consent to increase the limit for creation of charge/mortgage/hypothecation on the assets of the company to (i) sum of ₹ 15,000 Crores (Rupees Fifteen Thousand Crores only) or (ii) aggregate of the paid-up share capital of the Company, its free reserves and securities premium, whichever is higher and pledging or otherwise disposing off the equity shares of BSV, in pursuance of such pledge pursuant to Regulation 24(5) of SEBI Listing Regulations.

The Board of Directors recommends the resolution set out at Item No. 2 & 3 and approval of the Members of the Company is sought in terms of Section 180 (1) (a) of the Act and Regulation 24 (5) of SEBI Listing Regulations by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are, in anyway, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 & 3 of the Notice.

By Order of the Board of Directors
For Mankind Pharma Limited

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

Date: November 5, 2024

Place: New Delhi

Regd. Off.: 208, Okhla Industrial Estate Phase – III,
New Delhi 110 020

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