

19<sup>th</sup> February, 2025

**BSE Limited**

P.J. Towers, Dalal Street, Fort,  
Mumbai- 400 001  
BSE scrip code: 543635

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051  
NSE symbol: PPLPHARMA

Dear Sir / Madam,

**Sub: Submission of Postal Ballot Notice & Intimation of Remote E-Voting**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated 28<sup>th</sup> January, 2025 ('Postal Ballot Notice') along with the explanatory statement seeking approval of the Members of the Company on the Resolution set out in the Postal Ballot Notice.

In accordance with the circulars issued by the Ministry of Corporate Affairs, from time to time, the Postal Ballot Notice is being sent only through electronic mode to those Members of the Company whose e-mail addresses are registered with the Company/ Depositories and whose names appear in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. 14<sup>th</sup> February, 2025. Accordingly, the physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL'), for providing remote e-voting facility to the Members. The remote e-voting will commence on 20<sup>th</sup> February, 2025 at 9:00 A.M. (IST) and ends on 21<sup>st</sup> March, 2025 at 5:00 P.M. (IST).

The Postal Ballot Notice is also available on the website of the Company at [www.piramalpharma.com](http://www.piramalpharma.com) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com).

Kindly take this on record and oblige.

Thanking you,

Yours truly,

For **Piramal Pharma Limited**

**Tanya Sanish**  
Company Secretary

**Encl.: a/a**

**Piramal Pharma Limited**

CIN: L24297MH2020PLC338592

Registered Office: Gr. Flr. Piramal Ananta, Agastya Corporate Park, Opp Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai – 400070 India  
T: +91 22 3802 3000 / 4000; Email: [shareholders.ppl@piramal.com](mailto:shareholders.ppl@piramal.com)

[piramalpharma.com](http://piramalpharma.com)



## PIRAMAL PHARMA LIMITED

CIN: L24297MH2020PLC338592

**Registered Office:** Gr. Flr. Piramal Ananta, Agastya Corporate Park, Opposite Fire Brigade,  
Kamani Junction, LBS Marg, Kurla (West), Mumbai – 400 070, Maharashtra, India

**Tel No.:** +91 22 3802 3000 / 4000

**Website:** [www.piramalpharma.com](http://www.piramalpharma.com) | **E-mail:** [shareholders.ppl@piramal.com](mailto:shareholders.ppl@piramal.com)

---

### POSTAL BALLOT NOTICE

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

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 and any other circulars as issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **"MCA Circulars"**), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**"SS- 2"**) that the resolution appended below is proposed to be passed by the Members of Piramal Pharma Limited (**"the Company"**), by way of Postal Ballot, only through remote e-voting process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballots forms will be accepted. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolution and the reason thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Bhaskar Upadhyay, Practicing Company Secretary (Membership No. FCS 8663), failing him Mr. Bharat Upadhyay, Practicing Company Secretary (Membership No. FCS 5436) of M/s. N L Bhatia & Associates, Practicing Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulation and SS-2, the Company has provided e-voting facility to its Members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing remote e-voting facility to all its members. Members are required to communicate their assent (FOR) or dissent (AGAINST) through remote e-voting system only. You are requested to carefully read all the instructions given in the notes to this Postal Ballot Notice. The remote e-voting period commences from **Thursday, February 20, 2025 from 9:00 a.m. (IST)** and ends on **Friday, March 21, 2025 at 5:00 p.m. (IST)** and shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by a Member, the same will not be allowed to be changed subsequently.

After completion of scrutiny of the votes, the Scrutinizer will submit a consolidated report of the votes cast in favour or against, to the Chairperson of the Company, or any other person authorised by the Chairperson for this purpose, who shall countersign the same. The results of the Postal Ballot shall be announced within the stipulated time under the applicable laws. The said results along with the Scrutinizer's Report shall be placed on the Company's website [www.piramalpharma.com](http://www.piramalpharma.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately on announcing. The Company shall also simultaneously submit the results to BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), where the shares of the Company are listed.

## **SPECIAL BUSINESS:**

### **Appointment of Ms. Nathalie Leitch (DIN:09557042) as a Non-Executive, Non-Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other rules, circulars, notifications, etc. issued under the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(1C) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions, if any, including any amendment(s) or modification(s) thereof and applicable clauses of the Articles of Association of the Company, Ms. Nathalie Leitch (DIN: 09557042), who was, on the recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors of the Company as an Additional Director under Section 161 of the Act, designated as Non-Executive, Non-Independent, with effect from January 28, 2025, and in respect of whom the Company has received notice in writing from a Member proposing her candidature for the office of Director under Section 160 of the Act, being eligible, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act and rules made thereunder, Regulation 17(6) of the SEBI Listing Regulations and other applicable provisions, if any, Ms. Nathalie Leitch be paid sitting fees and commission as may be recommended by Nomination and Remuneration Committee and determined by the Board from time to time and subject to such limits prescribed from time to time;

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

#### **Registered Office:**

Gr. Flr., Piramal Ananta,  
Agastya Corporate Park,  
Opposite Fire Brigade, Kamani Junction,  
LBS Marg, Kurla (West), Mumbai – 400 070.

**By Order of the Board  
For Piramal Pharma Limited**

**Tanya Sanish  
Company Secretary  
ACS No.: 25784**

**Dated:** January 28, 2025

#### **NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on, Friday, February 14, 2025 ("**cut-off date**") and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s) ("**DP**").
3. All the Members of the Company as on the cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email address with the Company /Depositories), shall be entitled to vote in relation to the resolution specified in this Postal Ballot Notice.
4. A copy of this Postal Ballot Notice is also available on the Company's website at [www.piramalpharma.com](http://www.piramalpharma.com), on the websites of the Stock Exchanges i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at [www.piramalpharma.com](http://www.piramalpharma.com).

5. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date.
6. The resolution, if approved by the Members through Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. March 21, 2025.

## 7. Voting through Electronic Means

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**

#### **A. Login method for e-voting for Individual members holding securities in demat mode**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 members holding securities in demat mode is given below:

| Type of Members           | Login Method  |
|---------------------------|---|
| Securities held with NSDL | <p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL at URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e- voting services.</li> <li>4. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p><b>If you are not registered for IDeAS e-Services, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select “Register Online for IDeAS” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5 above.</li> </ol> <p>Members can also download NSDL Mobile app viz. “NSDL Speede” which is available on App Store for iOS users and on Google Play for android users.</p> <p><b>B. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL at URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder / Member” section.</li> <li>3. A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>5. Members can also download NSDL Mobile App “NSDL Speede” from Google Play or App Store.</li> </ol> |

| Type of Members                             | Login Method  |
|---|---|
| Securities held with CDSL                   | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, can login through their User ID and Password. Option will be made available to reach the e-voting page without any further authentication. The URL for users to login to Easi/ Easiest is <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select “<b>My Easi New (Token)</b>” option and then user shall enter the existing my easi username &amp; password.</li> <li>After successful login, the Easi / Easiest user will be able to see the e-voting options for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting 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 are 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and select “<b>My Easi New (Token)</b>” option and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an 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; e-mail as recorded in the demat account. After successful authentication, user will be able to see the e- voting option where the e-voting is in progress and will also be able to directly access the system of all e-voting service providers.</li> </ol> |
| Login through their depository participants | <ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- voting facility.</li> <li>Once you have logged in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- voting feature.</li> <li>Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>   |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

| Login type                | Helpdesk details  |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or contact on +91- 022 - 4886 7000                                    |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on toll free no. 1800 22 55 33 |

**B. Login Method for Members other than Individual members holding securities in demat mode:**

- Open the browser by typing the following URL: <https://www.evoting.nsdl.com/>
- 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. 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 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. User ID details are given below:

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Escrow Account</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.                  | 8 Character DP ID followed by 8 Digit Client ID<br>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 whose shares are lying in Escrow Account of the Company.     | E-voting Event Number ("EVEN") followed by Folio Number registered with the Company (i.e. folio originally registered with Piramal Enterprises Limited ('PEL'))<br>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 prompt 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. Kindly trace the email sent to you from NSDL. Open the email and open the attachment i.e. a .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 lying in escrow account of the Company. 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) Click on "[Physical User Reset Password?](#)" (If you are holding shares in physical mode and your shares are lying in escrow account of the Company) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to retrieve the password by aforesaid two options, kindly send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, PAN, name and 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, kindly tick on Agree to "Terms and Conditions" by selecting the check box.

8. Thereafter, kindly click on "Login" button upon which the e-voting home page will open.

### **Step 2: Cast your vote electronically**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you hold shares and whose voting cycle is in active status.
2. Select "EVEN" of the Company.
3. E-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 may also print the details of the votes cast by you by clicking on the "print" option on the confirmation page for record.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Members**

1. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution along with Authority Letter, if any, with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through remote e-voting, to the Scrutinizer at his e-mail ID [bhaskar@nlba.in](mailto:bhaskar@nlba.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and to the Company at [shareholders.ppl@piramal.com](mailto:shareholders.ppl@piramal.com) or upload it 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?" 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 to the Frequently Asked Questions for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: +91- 022 - 4886 7000 and or send a request to Ms. Prajakta Pawle, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) .
4. Process for those members 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 Postal Ballot Notice:
  - 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 [shareholders.ppl@piramal.com](mailto:shareholders.ppl@piramal.com) If you are an individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. e-voting for Individual Shareholders holding securities in demat mode.
  - Alternatively, Member(s) 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.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs by following the procedure prescribed by the DP.
6. **Members whose shares are lying in the Escrow Account of the Company:**

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 (updated as per Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024) has mandated listed companies to issue securities in dematerialised form only.

In view of this, all securities issued by the Company are in dematerialised form. Pursuant to a Composite Scheme of Arrangement under Sections 230 - 232 of the Act, which was sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated August 12, 2022 and was effective from August 18, 2022 ("**Scheme**"), the Company had issued equity shares to eligible Members of Piramal Enterprises Limited ("**PEL**") as per the share entitlement ratio defined in the Scheme. In line with the above mandate from SEBI, shares of the Company which were allotted pursuant to the Scheme, to members of PEL who held equity shares in physical form, were credited into the Piramal Pharma Escrow Account ("**Escrow Account**") opened and maintained by the Company for this purpose. The Company through its RTA, on receipt of requisite documents from the said Member(s), credits the equity shares to their respective demat account(s) after due validation.

In order to do so, or for applying for transfer of shares pursuant to transmission/transposition/name change/ name deletion, Members are requested to submit the form [Schedule 1 "Application to claim shares from Escrow Account"](#) or form [Schedule 2 "Application for transfer of Shares from Escrow Account of Piramal Pharma Limited to the demat account of the Members pursuant to transmission/transposition/name change/ name deletion"](#) along with the documents as mentioned in the forms, to the RTA at their registered office at C- 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083.

Also, Members can contact MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("**RTA**") or email at at [https://liiplweb.linkintime.co.in/rnthelpdesk/Service\\_Request.html](https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html) for further assistance in this regard.

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

### **Appointment of Ms. Nathalie Leitch as a Non-Executive, Non-Independent Director of the Company**

Pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013 ("**the Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, the Board of Directors at its meeting held on January 28, 2025, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Nathalie Leitch (DIN: 09557042) as an Additional Director, designated as Non – Executive, Non – Independent Director of the Company with effect from January 28, 2025, liable to retire by rotation, subject to approval of the Members.

Ms. Leitch has over 20 years of experience in the pharmaceuticals industry across multiple segments. She has led commercial management of a branded product line and overseen the pipeline(s) of generic products in the industry. As a subject-matter expert in the USA generics industry, Ms. Leitch has domain experience in creative product strategies and 505(b)(2) formulations; patent challenges, Hatch- Waxman and settlement options, business development and external-partnering activities. Additionally, she has extensive knowledge of sales, marketing, R&D and manufacturing functions. Ms. Leitch has steered organizational success in the generic retail and institutional markets. She has also held senior leadership positions at Apotex, Fresenius Kabi, Teva Pharmaceuticals, Allergan plc, and Actavis and has been instrumental in driving company acquisitions and overall consolidation.

Further, Ms. Leitch was a Non-Executive, Non-Independent Director on the Board of the Company from May 24, 2022 to May 10, 2024 during which time, the Company has benefitted from her expertise and experience and also, she has gained familiarity with the culture and operations of the Company. In view of the above, the Board noted that Ms. Leitch's skills and experience are aligned to the role identified by the Nomination and Remuneration Committee and that she possesses the requisite attributes which would immensely benefit Piramal Pharma Group, and hence, desires to appoint Ms. Leitch as a Non-Executive Director.

The Company has received a notice in writing from a Member, under Section 160 of the Act proposing the candidature of Ms. Leitch for the office of Director of the Company.

Further, Ms. Leitch is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as the Director of the Company along with other disclosures and declarations as required under the Act. Also, Ms. Leitch has confirmed that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority.

Details required under Regulation 36 of the the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other provisions of the applicable laws as well as the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS- 2**") are annexed as **Annexure I** to this Postal Ballot Notice.

Ms. Leitch is interested in this resolution with regard to her appointment. Her relatives to the extent of shareholding interest, if any, in the Company, may be deemed to be interested in this resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the Postal Ballot Notice for the approval of the Members.

#### **Registered Office:**

Gr. Flr., Piramal Ananta,  
Agastya Corporate Park,  
Opposite Fire Brigade, Kamani Junction,  
Kurla (West), Mumbai – 400 070.

**By Order of the Board  
For Piramal Pharma Limited**

**Dated:** January 28, 2025

**Tanya Sanish  
Company Secretary  
ACS No.: 25784**



## Information of Director seeking appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2

|  |   |
|--|---|
| <b>Name of the Director</b>  | Ms. Nathalie Leitch   |
| <b>Date of Birth (Age)</b>   | December 29, 1967 (57 Years)  |
| <b>Nationality</b>   | Canadian  |
| <b>Brief resume / expertise in specific functional areas</b>                               | Kindly refer to the Explanatory Statement pursuant to Section 102 of the Act. For the detailed profile, please refer to the Company's website at <a href="https://www.piramalpharma.com/board-of-directors">https://www.piramalpharma.com/board-of-directors</a>  |
| <b>Qualifications</b>  | <ul style="list-style-type: none"> <li>• Bachelor of Science in Human Biology from Trinity College, University of Toronto, Canada;</li> <li>• MBA Finance from Queen's University, Kingston, Canada.</li> </ul>   |
| <b>Directorships held in other companies (excluding Section 8 and foreign companies)</b>   | NIL   |
| <b>Committee position held in other companies (Statutory Committees)</b>                   | NIL   |
| <b>Listed entities from which the Director resigned in the past three years</b>            | Ms. Leitch served on the Board of Piramal Pharma Limited from May 24, 2022 to May 10, 2024.<br>She had resigned on account of other professional commitments.   |
| <b>No. of shares held</b>  | NIL   |
| <b>Number of Board Meetings attended</b>   | Not Applicable  |
| <b>Terms and Conditions of appointment</b>   | As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with Explanatory Statement pursuant to Section 102 of the Act.  |
| <b>Remuneration last drawn</b>   | Ms. Leitch served as a Non-Executive, Non-Independent Director on the Board of the Company from May 24, 2022 to May 10, 2024, and received sitting fees and commission during the said tenure.  |
| <b>Remuneration proposed to be paid</b>  | Ms. Leitch shall be entitled to sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission as may be recommended by the Nomination and Remuneration Committee and determined by the Board from time to time and subject to such limits prescribed from time to time. |
| <b>Relationship between Directors inter-se and Key Managerial Personnel of the Company</b> | None  |