

Date: 31<sup>st</sup> July, 2023

**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

**Sub: Intimation of amendment of Articles of Association (AOA) of Piramal Pharma Limited ('the Company')**

Dear Sir/Madam,

With reference to the captioned subject, the Articles of Association of the Company have been amended by way of Special Resolution passed at the Annual General Meeting of the Company held on 31<sup>st</sup> July, 2023.

Pursuant to Regulation 30 read with Para A of Patt A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief details of amendments are mentioned below:

<p>Article 63(v) [New Insertion after the existing Article 63(iv)]</p>	<p>If it is provided by any Trust Deed, securing or otherwise, in connection with any issue of debentures of the Company, the Board of Directors of the Company shall appoint the person nominated by the Debenture Trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as may be amended from time to time, as a Nominee Director of the Company within the time period as specified under Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable provisions or regulations and modifications, including any amendments thereto.</p> <p>A Nominee Director may be replaced by another Nominee Director at any time by the person or persons, in whom, for the time being, is vested the power under which he was appointed. The Nominee Director shall not be liable to retire by rotation nor required to hold any qualification shares. The cessation of office of a Nominee Director so appointed, may be made consequential to the remediation of defaults as contained in the aforesaid applicable law.</p>
--	---

<p>Article 64A [Substitution of existing Article 64A with this Article]</p>	<p>Carlyle shall have a right to nominate 1 (one) Director on the Board of Directors, for so long as it continuously holds at least 10% (ten percent) of the equity share capital of the Company on a Fully Diluted Basis, provided that:</p> <ol style="list-style-type: none"> <li>1. The aforesaid right shall be personal to Carlyle, and shall cease to be available in case of a change in ownership of equity shares of the Company held by Carlyle, whether directly or indirectly, including on account of a transfer of equity shares by Carlyle and/or a change in control of Carlyle.</li> <li>2. The right under this Article 64A, is subject to the approval of the shareholders of the Company by way of a special resolution at the general meeting, at least once in every 5 (five) years from the date of the grant of such right.</li> </ol> <p>“Carlyle” means CA Alchemy Investments (erstwhile CA Clover Intermediate II Investments), a company incorporated under the laws of Mauritius, bearing permanent account number AAICC6918N, and having its registered office at Level 6, GFin Tower, 42 Hotel Street, Cybercity, Ebene, 72201, Mauritius (c/o GFin Corporate Services Limited) and includes its Affiliates.</p> <p>“Affiliates” means funds or entities managed or advised by the Carlyle Group, but shall not include (i) any portfolio company of any of the foregoing; (ii) any Competitor; and (iii) any Affiliate that directly or indirectly has investments (equity investment/voting rights) in a Competitor in excess of 15%.</p> <p>“Competitor” shall include persons that carry on any business that directly or indirectly competes with the business, or any component thereof, of the Company.</p> <p>“Fully Diluted Basis” means, in relation to the share capital of a Person, the total share capital of such Person determined on an ‘as converted’ and ‘as exercised’ basis, on the assumption that all outstanding types, classes and series of Equity Securities of such Person have been exercised or converted.</p>
---	---

This is for your information and records.

Thanking you,

Yours truly,  
For **Piramal Pharma Limited**

**Tanya Sanish**  
Company Secretary

**Piramal Pharma Limited**

CIN : U24297MH2020PLC338592

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

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