

July 12, 2022

BSE Limited
P J Towers
Dalal Street, Fort
Mumbai - 400 001

Sub.: Buyback of equity shares by Marksans Pharma Limited ("the Company") from the open market route through stock exchanges in accordance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("SEBI Buyback Regulations")

Dear Sir/Madam,

The Board of Directors of Marksans Pharma Limited, a company listed on National Stock Exchange of India Limited and BSE Limited (collectively referred to as "**Stock Exchanges**"), approved the buyback by the Company of its own fully paid-up equity shares of Re. 1 each (Indian Rupees One) ("**Equity Share**" / "**Share**") upto a maximum price of Rs. 60 (Indian Rupees Sixty only) per Equity Share ("**Maximum Buyback Price**") payable in cash for an aggregate Buyback consideration not exceeding Rs. 6,000 lakhs (Indian Rupees Sixty crores only) ("**Maximum Offer Size**") through the Open Market route on the Stock Exchanges, from the equity shareholders / beneficial owners of the Equity Shares of the Company (other than those who are promoters, members of the promoter group and persons in control of the Company), which represents 8.78% and 5.79% of the aggregate of the total paid-up capital, free reserves and securities premium of the Company, based on the audited standalone and consolidated financial statements of the Company as at March 31, 2022, respectively.

The Company has appointed us as the Manager to the Offer. The Public Announcement in this respect has been published on July 12, 2022 in the following newspapers:

Name of publication	Language	Edition
Business Standard	English	All editions
Business Standard	Hindi	All editions
Navshakti	Marathi	Mumbai edition

In this respect, we are enclosing the following documents:

1. Copy of the public announcement by the Company as Annexure A;
2. Soft copy of public announcement in pdf format as Annexure B;
3. Copy of the Board Resolution dated July 08, 2022 approving the Buyback Offer as Annexure C;
4. Copy of the Declaration of Solvency as Annexure D; and
5. Copy of Auditors' report as per clause (xi) of the Schedule I of SEBI Buyback Regulations as Annexure E.

We hope you find the above documents in order. Your good office may contact any of the undersigned for further information / details:

Name	Ph. No.	E-mail id
Janil Jain	+91 9029 289 469	janil.jain@sundaecapital.com
Ridima Gulati	+91 9560 314 324	ridima.gulati@sundaecapital.com

Thanking you,

Yours sincerely,
for Sundae Capital Advisors Private Limited


NitiN Somani
Director
Encl.: As above





Marksans Pharma Limited

(CIN: L24110MH1992PLC066364)

Registered Office: 11th Floor, "GRANDEUR", Veera Desai Extension Road, Oshiwara,
Andheri (West), Mumbai - 400 053, Maharashtra, India

Tel: +91 22 4001 2000, Fax: +91 22 4001 2011

Email: harshavardhan@marksanspharma.com; Website: www.marksanspharma.com

Company Secretary & Compliance Officer: Harshavardhan Panigrahi

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF MARKSANS PHARMA LIMITED FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Marksans Pharma Limited (the "Company" / "Marksans") from the open market through Stock Exchange, in accordance with Regulation 16(iv) and other applicable provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule IV of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

OFFER FOR BUYBACK OF FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE RE. 1 EACH FROM THE OPEN MARKET ROUTETHROUGH STOCK EXCHANGES

Part A: Disclosures in accordance with Schedule I of the SEBI Buyback Regulations:

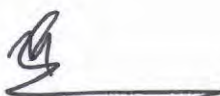
1. DETAILS OF THE BUYBACK AND BUYBACK PRICE

- 1.1 Pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory amendment(s), modification(s) or re-enactments from time to time) read with Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules") and other relevant Rules made therein, each as amended from time to time and the provisions contained in the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") (including any statutory modification or re-enactment of the Act or SEBI Buyback Regulations, for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") (including any statutory amendment(s), modification(s) or re-enactments from time to time) and Article No. 61 of the Articles of Association of the Company, and subject to such other approvals, permissions, consents, exemptions and sanctions of the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Mumbai (the "ROC") and/ or other authorities, institutions or bodies, as may be applicable (together with SEBI and ROC, the



"Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions, and sanctions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall be deemed to include any committee constituted by the Board and/or officials, which the Board may constitute / authorise to exercise its powers, including the powers conferred by the board resolution), the Board at its meeting held on July 08, 2022 ("Board Meeting"), approved the buyback by the Company of its own fully paid-up equity shares of Re. 1 each (Indian Rupees One) ("Equity Share" / "Share") upto a maximum price of Rs. 60 (Indian Rupees Sixty only) per Equity Share ("Maximum Buyback Price") payable in cash for an aggregate Buyback consideration not exceeding Rs. 6,000 lakhs (Indian Rupees Sixty crores only) ("Maximum Offer Size") through the Open Market route on the Stock Exchanges i.e., National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (NSE and BSE are collectively referred to as the "Stock Exchanges"), as prescribed under the SEBI Buyback Regulations and the Act (the process being referred herein as "Buyback") from the equity shareholders / beneficial owners of the Equity Shares of the Company (other than those who are promoters, members of the promoter group and persons in control of the Company).

- 1.2 The Maximum Buyback Size and Maximum Buyback Price do not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses ("Transaction Costs").
- 1.3 The Maximum Buyback Size represents 8.78% and 5.79% of the aggregate of the total paid-up capital, free reserves and securities premium of the Company, based on the audited standalone and consolidated financial statements of the Company as at March 31, 2022, respectively (being the latest available audited standalone and consolidated financial statements of the Company) which in both cases is less than 10% of the aggregate of the total paid-up capital and free reserves of the Company which is in accordance with the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations.
- 1.4 At the Maximum Buyback Price i.e. Rs. 60 per Equity Share and for Maximum Buyback Offer Size i.e. Rs. 6,000 lakhs, indicative maximum number of Equity Shares proposed to Buyback would be 1,00,00,000 (One Crore) Equity Shares (indicative "Maximum Buyback Shares") and if the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size and will not exceed 25% of the paid-up Equity Share capital of the Company as at March 31, 2022. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, during the Buyback Period and upon completion thereof.
- 1.5 The Company shall utilize at least 50% of the Maximum Buyback Size i.e., Rs. 3,000 lakhs (Indian Rupees Thirty Crore Only) ("Minimum Buyback Size") for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 50,00,000 (Fifty Lakhs Only) Equity Shares ("Minimum Buyback Shares"). The actual number of Equity Shares which will be bought back by the Company will depend upon prevailing market price of the Equity Shares. If the price of the Equity Shares is below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the Indicative Maximum Buyback Shares (assuming the Maximum Buyback Size is fully utilised by the Company) but will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2022.



- 1.6 The Board shall determine, at its discretion, the time frame for completion of the Buyback and may close the Buyback (which shall not exceed 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Act and / or the SEBI Buyback Regulations or as may be directed by the Appropriate Authorities ("Maximum Buyback Period") after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completion of all formalities in this regard, in accordance with the Act and / or the SEBI Buyback Regulations.
- 1.7 The Buyback will be implemented by the Company out of its free reserves or such other sources as may be permitted by law and in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations, and in accordance with Regulation 4(iv)(b)(ii) of the SEBI Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the SEBI Buyback Regulations.
- 1.8 A copy of this Public Announcement is available on the Company's website (www.marksanspharma.com), website of NSE (www.nseindia.com) and website of BSE (www.bseindia.com) and is expected to be available on the website of SEBI (www.sebi.gov.in).

2. NECESSITY FOR THE BUYBACK

- 2.1 The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken, *inter-alia*, for the following reasons:
- (i) The Buyback will help the Company to return surplus cash to its shareholders;
 - (ii) The Buyback is generally expected to improve return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
 - (iii) The Buyback gives an option to the shareholders of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment

The Board at its meeting held on July 08, 2022, after considering the accumulated free reserves as well as the cash liquidity reflected in the last audited standalone and consolidated financial statements as on March 31, 2022, decided to allocate a sum of Rs. 6,000 lakhs (Indian Rupees Sixty Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

3. MAXIMUM PRICE FOR THE BUYBACK OF THE EQUITY SHARES & BASIS OF ARRIVING AT THE MAXIMUM BUYBACK PRICE AND OTHER DETAILS

The Maximum Buyback Price of Rs. 60 (Indian Rupees Sixty Only) per Equity Share has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average market prices of the Equity Shares on NSE & BSE where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share.

The Maximum Buyback Price of Rs. 60 per equity Share represents:

- (i) Premium of 37.93% and 38.09% over the closing prices of Equity Shares on NSE and BSE, respectively, as on the trading day immediately preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered;



- (ii) Premium of 39.07% and 39.61% over the volume weighted average prices of Equity Shares on NSE and BSE, respectively, during the two weeks preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered;
- (iii) Premium of 36.16% and 35.85% over the volume weighted average prices of Equity Shares on NSE and BSE, respectively, during the 1 (one) month preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered; and
- (iv) Premium of 30.43% and 29.43% over the volume weighted average prices of Equity Shares on NSE and BSE, respectively, during the 2 (two) months preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

The closing market price of the Equity Shares of the Company on the trading day immediately preceding the date of intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback would be considered, i.e. July 04, 2022 was Rs. 43.30 and Rs. 43.20 on NSE and BSE, respectively. Further, closing market price of the Equity Shares of the Company on the date on which meeting of the Board of Directors has approved the proposal of Buyback of Equity Shares, i.e. July 08, 2022 was Rs. 50.10 and Rs. 50.10 on NSE and BSE, respectively.

4. DETAILS OF SHAREHOLDING OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP AND OTHER DETAILS

The details of the aggregate shareholding of the promoters, members of the promoter group, directors of the promoters and members of the promoter group (where the promoter or the member of the promoter group is a company) and of persons who are in control of the Company, as on the date of the Board Meeting (i.e., July 08, 2022) is as follows:

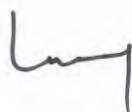
Sr. No	Name of Shareholder	Number of Equity Shares	% of paid-up equity share capital
Promoter and Member of the Promoter Group			
1.	Mark Saldanha	19,74,91,553	48.25
2.	Sandra Saldanha	180	0.00
	Total	19,74,91,733	48.25

Except as above, there are no other individual or entities who are persons in control of the Company or forming part of the promoters or promoter group of the Company as per the disclosure made with the Stock Exchanges.

The promoters, members of the promoter group, directors of the promoters and members of the promoter group (where the promoter or the member of the promoter group is a company) and persons who are in control of the Company have not undertaken any trade in the Equity Shares of the Company during a period of 6 (six) months preceding the date of the Board Meeting (i.e., July 08, 2022) and 12 (twelve) months preceding the date of this Public Announcement (i.e. July 12, 2022).

In addition to the above disclosure, the shareholding of the Directors and key managerial personnel of the Company as on the date of the Board Meeting (i.e., July 08, 2022) is given hereunder:

Name of Director / Key Managerial Personnel	Designation	Number of Equity Shares	% of holding
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Varddhman Vikramaditya Jain	Executive & Non Independent Director	Nil	Nil
Seetharama Raju Buddharaju	Independent Director	Nil	Nil
Digant Mahesh Parikh	Independent Director	Nil	Nil
Abhinna Sundar Mohanty	Independent Director	Nil	Nil
Dr. Meena Rani Surana	Independent Director	Nil	Nil
Dr. Sunny Sharma	Non Executive & Non Independent Director	Nil	Nil
Jitendra Sharma	Chief Financial Officer	Nil	Nil
Harshavardhan Panigrahi	Company Secretary	Nil	Nil

5. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

In accordance with Regulation 16(ii) of the SEBI Buyback Regulations, since the Buyback is being implemented by way of open market purchases through the Stock Exchanges, the Buyback shall not be made by the Company from the promoters, members of the promoter group and persons in control of the Company.

Further, as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters, members of the promoter group and persons in control of the Company (as defined in the SEBI Buyback Regulations) have not dealt in the Equity Shares or other specific securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and/or promoter group) from the date of the Board Meeting till the date of this Public Announcement. Further, the promoters, members of the promoter group and persons in control of the Company have undertaken that they will not deal in the Equity Shares of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and/or promoter group) from the date of this Public Announcement till the completion of the Buyback.


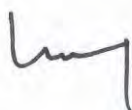
6. NO DEFAULTS

The Company confirms that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or preference shares, payment of dividend to any shareholder, or repayment of term loans or interest payable thereon to any financial institution or any bank / banking company.

7. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board has in its Board Meeting confirmed that after making a full inquiry into the affairs and prospects of the Company, they have formed the opinion:

- (i) that immediately following the date of the Board Meeting held on July 08, 2022, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) that as regards the Company's prospects for the year immediately following the date of the Board Meeting held on July 08, 2022, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback held on July 08, 2022; and
- (iii) that in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016 (to the extent notified and in force).



8. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated July 08, 2022 received from M S K A & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

**The Board of Directors
Marksans Pharma Limited
11th Floor, GRANDEUR,
Veera Desai Extension Road,
Oshiwara, Andheri (W),
Mumbai - 400 053.**

Independent Auditor's report in respect of proposed buy back of equity shares by Marksans Pharma Limited as per Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended

1. This report is issued in accordance with the terms of our engagement letter dated July 1, 2022 with Marksans Pharma Limited (the "Company").
2. We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Annexure in connection with the proposed buy-back by the Company of its equity shares in pursuance of Section 68 and Section 70 of the Companies Act, 2013 (the "Act") and The Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the 'Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018' and amendments thereto (the "Regulations") and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations.
3. The accompanying Statement of permissible capital payment as on March 31, 2022 (hereinafter referred as the "Annexure") is prepared by the management of the Company. We have digitally signed the Annexure for identification purposes only.

Board of Directors Responsibility

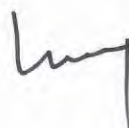
4. The preparation of the Annexure in accordance with the Act and the Regulations is the responsibility of the Board of Directors including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Annexure and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Board of Directors of the Company is also responsible for following:
 - a) The amount of the permissible capital payment for the securities in question is properly determined; and
 - b) It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting for buy-back.
 - c) A declaration is signed by at least two directors of the Company, that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board meeting and in forming the opinion, it has taken into



account the liabilities as if the Company were being wound up under the provisions of the Act.

Auditors' Responsibility

5. Pursuant to the requirement of the Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - i. appropriate inquiries into the state of affairs of the Company in relation to its latest audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2022;
 - ii. whether the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and the Regulations; and;
 - iii. whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting.
6. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
 - i. Examined authorization for buy-back from the Articles of Association of the Company;
 - ii. Examined that the amount of capital payment for the buy-back as detailed in Annexure is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and the Regulations;
 - iii. Inquired into the state of affairs of the Company with reference to the audited standalone financial statements and audited consolidated financial statements of the Company as at and for the year ended March 31, 2022 which has been prepared by the Management of the Company;
 - iv. Traced the amounts of paid-up equity share capital, retained earnings and securities premium as mentioned in Annexure from the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2022;
 - v. Verified the arithmetical accuracy of the amounts mentioned in Annexure;
 - vi. Examined Directors' declarations for the purpose of buy-back and solvency of the Company;
 - vii. Obtained appropriate representations from the Management of the Company.
7. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. The audited standalone financial statements and audited consolidated financial statements for the financial year ended on March 31, 2022 referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by erstwhile auditors, on which they have issued an unmodified audit opinion vide their reports dated May 30, 2022.



10. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

11. Based on inquiries conducted and our examination as above, we report that:
- We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the financial year ended March 31, 2022;
 - The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Annexure attached herewith is, in our view properly determined in accordance with Section 68(2) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2022; and
 - The Board of Directors of the Company, in their meeting held on July 8, 2022 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated July 8, 2022.
12. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

13. Our work was performed solely to assist you in meeting your responsibilities with reference to the Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability are in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
14. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buyback to be sent to / published for the attention of the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges on which equity shares of the Company are listed, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and (iv) the authorized dealer, as approved by the board of directors or committee of the board of directors thereof, for the purpose of capital payment and (v) Merchant Banker to the buy-back appointed by the Company and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W



Sd/-
Bhavik L. Shah
Partner
Membership No. 122071
UDIN: 22122071AMNAIH1951

Place: Mumbai
Date: July 8, 2022

Annexure

Statement of permissible capital payment as on March 31, 2022

Particulars	Standalone * (Rs. in lakhs)	Consolidated * (Rs. in lakhs)
Paid up equity share capital as on 31 March 2022 (409,313,698 equity shares of face value Re. 1 each)	4,093.14	4,093.14
Free reserves as on March 31, 2022#		
- Securities premium account	17,318.71	17,318.71
- General Reserve	31,373.66	31,373.66
- Retained earnings	15,520.59	50,930.75
Total	68,306.10	103,716.25
Maximum amount permissible for the Buy-back as per section 68(2)(c) of the Act and the Regulations i.e., 25% of total paid-up equity capital, free reserves and securities premium with approval of the shareholders	17,076.00	25,929.00
Maximum amount permissible for the Buy-back as per proviso to section 68(2)(b) of the Act and the Regulations i.e., 10% of total paid-up equity capital, free reserves, and securities premium	6,830.61	10,371.63
Maximum amount permitted by Board Resolution dated July 8, 2022 approving the Buyback, based on the audited accounts for the year ended March 31, 2022		6,000.00
Buyback offer size as a percentage of total paid up capital, free reserves and securities premium	8.78%	5.79%

* The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2022, and rounded off to the nearest lakhs.

Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.

for and on behalf of **Marksans Pharma Limited**

Sd/-
Jitendra Sharma
Chief Financial Officer

Place: Mumbai
Date: July 8, 2022

Unquote

Part B: Disclosures in accordance with Schedule IV of the SEBI Buyback Regulations



1. DETAILS OF BOARD AND SHAREHOLDERS' APPROVAL FOR THE BUYBACK

The Board approval for the Buyback was granted on July 08, 2022. Further, since the Maximum Buyback Size is less than 10% of the aggregate of the total paid-up capital and free reserves of the Company based on both, standalone and consolidated audited financial statements of the Company as on March 31, 2022, in accordance with the proviso to Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations, approval from the shareholders of the Company is not required.

2. MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK

- 2.1 At the Maximum Buyback Price i.e. Rs. 60 per Equity Share and for Maximum Buyback Offer Size i.e. Rs. 6,000 lakhs, indicative maximum number of Equity Shares proposed to Buyback would be 1,00,00,000 (One Crore) Equity Shares (indicative "**Maximum Buyback Shares**") and if the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size and will not exceed 25% of the paid-up Equity Share capital of the Company as at March 31, 2022. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, during the Buyback Period and upon completion thereof.
- 2.2 The actual number of Equity Shares bought back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback Period.
- 2.3 The Company shall utilize at least 50% of the Maximum Buyback Size i.e., Rs. 3,000 lakhs (Indian Rupees Thirty Crores Only) ("**Minimum Buyback Size**") for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 50,00,000 (Fifty Lakhs) Equity Shares ("**Minimum Buyback Shares**"). The actual number of Equity Shares which will be bought back by the Company will depend upon prevailing market price of the Equity Shares. If the price of the Equity Shares is below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the Indicative Maximum Buyback Shares (assuming the Maximum Buyback Size is fully utilised by the Company) but will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2022.
- 2.4 The amount required by the Company for the Buyback (including the cost of financing the Buyback and the Transaction Costs) will be funded out of the current surplus and / or cash balances and / or internal accruals of the Company in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations. The Company has substantial accumulated free reserves and the funds required for the Buyback will be drawn out of such free reserves. The cost of financing the Buyback would therefore only be a notional loss of income that the funds used for Buyback would have earned had they been deployed in the ordinary course of Company's business(es).
- 2.5 The Company do not have any borrowings from banks and / or financial institutions on standalone basis as on the date of the approval of Buyback by the Board of Directors of the Company. However the Company may borrow funds in the ordinary course of its business in future, as and when it may find suitable.

3. PROPOSED TIMETABLE FOR BUYBACK

Activity	Date
Date of Board resolution approving Buyback	July 08, 2022
Date of publication of the Public Announcement	July 12, 2022
Date of opening of the Buyback	July 15, 2022
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares bought back (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all Equity Shares bought back are extinguished within 7 (seven) days of the expiry of the Buyback Period.
Last date for the completion of the Buyback	Earlier of: (a) January 14, 2023 (i.e., 6 (six) months from the date of the opening of the Buyback; or (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or (c) at such earlier date as may be determined by the Board (including a committee thereof, constituted by the Board or persons nominated by the Board / committee to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the indicative Maximum Buyback Shares have not been bought back), however, that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.

4. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

- 4.1 The Buyback shall be open to all shareholders / beneficial owners (except promoters, members of the promoter group and persons in control) of the Company holding Equity Shares in dematerialised form ("Demat Shares"). Shareholders holding Equity Shares in physical form can participate in the Buyback after such Equity Shares are dematerialized by approaching depository participant.
- 4.2 The promoters, members of promoter group and the persons in control of the Company shall not participate in the Buyback. Further, as required under the Companies Act and SEBI Buyback Regulations, the Company will not purchase Equity Shares which are partly paid-up, the Equity Shares with call-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, if any in the Buyback, until they become fully paid-up, or until the pendency of such lock-in, or until the time such Equity Shares become freely transferable, as applicable.
- 4.3 The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under the SEBI Buyback Regulations.



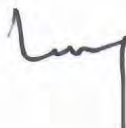
- 4.4 For the implementation of the Buyback, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker ("**Buyer Broker**") through whom the purchases and settlements on account of the Buyback would be made by the Company.

The contact details of the Buyer Broker are as follows:

Eureka Stock & Share Broking Services Limited

DN-51, Merlin Infinite
11th Floor
Salt Lake, Sector V
Kolkata - 700 091
Tel: +91 33 6628 0000
Fax: +91 33 2210 5184
Website: www.eurekasec.com

- 4.5 The Equity Shares are traded in dematerialised mode under the trading codes MARKSANS at NSE and 524404 at BSE. The ISIN of the Equity Shares of the Company is INE750C01026.
- 4.6 The Company shall, commencing from July 15, 2022 (i.e., the date of opening of the Buyback), place "buy" orders on the Stock Exchanges on the normal trading segment to Buyback the Equity Shares through the Buyer Broker, in such quantity and at such price, not exceeding the Maximum Buyback Price of Rs. 60 (Indian Rupees Sixty Only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges and subject to the Minimum Buyback Size. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants of the Stock Exchanges.
- 4.7 **Procedure for Buyback of Demat Shares:** Beneficial owners (except promoters, members of the promoters and persons in control of the Company) holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Buyer Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Buyer Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed on normal trading segment of Stock Exchanges at least once a week.
- 4.8 It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder / beneficial owner was executed on the Stock Exchanges.
- 4.9 **Procedure for Buyback of Physical Shares:** As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with the SEBI's press releases dated December 3, 2018 and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("**LODR Amendment**"). In light of the LODR Amendment and SEBI circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form.



ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY ELIGIBLE SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH ELIGIBLE SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.

- 4.10 Shareholders are requested to get in touch with the Manager to the Buyback or the Buyer Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process.
- 4.11 Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size at a price not exceeding the Maximum Buyback Price during the Buyback Period, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and/or impair any power of the Company or the Board to terminate the process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy all the Indicative Maximum Buyback Shares. However, if the Company fails to complete the Buyback equivalent to the Minimum Buyback Size during the Buyback, except for the reasons mentioned in Regulation 20(viii) of the SEBI Buyback Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI as directed by SEBI in accordance with the SEBI Buyback Regulations.
- 4.12 The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the SEBI Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website (www.marksanspharma.com) on a daily basis.
- 4.13 Eligible shareholders who intend to participate in the Buyback should consult their respective tax advisors for applicable taxes.

5. METHOD OF SETTLEMENT

- 5.1 **Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Buyer Broker on or before every pay-in date for each settlement, as applicable to Stock Exchanges where the transaction is executed. The Company has opened a depository account in the name of the Company with Eureka Stock & Share Broking Services Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Buyer Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Buyer Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company as referred to in paragraph 13 of Part B.
- 5.2 **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye-laws, the circulars, and guidelines framed thereunder, each as amended from time to time, in the manner specified in the SEBI Buyback Regulations and the Companies Act. The Equity Shares lying in credit in the Buyback



Demat Account will be extinguished within 15 (fifteen) days of acceptance of the Demat Shares, provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 (seven) days from the expiry of the Buyback Period.

- 5.3 Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

6. BRIEF INFORMATION ABOUT THE COMPANY

The Company was originally incorporated as a public limited company in the name of TASC Industries (India) Limited on April 16, 1992 under the Companies Act, 1956. The Company obtained its certificate of commencement of business on June 05, 1992. The name of the Company was changed to TASC Pharmaceuticals Limited and it received a fresh certificate of incorporation dated October 10, 2005. Subsequently, the name of the Company was changed to Marksans Pharma Limited and it obtained a fresh certificate of incorporation dated October 10, 2005. The registered office of the Company is situated at 11th Floor, Grandeur, Veera Desai Extension Road, Oshiwara, Andheri (West), Mumbai - 400 053, Maharashtra, India. The Equity Shares of the Company are listed on BSE and NSE.

Marksans Pharma Limited (Marksans) headquartered at Mumbai, India is engaged in Research, Manufacturing & Marketing of generic pharmaceutical formulation in the global markets with robust product portfolio in major therapeutic segments of CVS, CNS, Antidiabetic, Pain Management, Gastroenterological and Anti-allergies in a variety of forms, including tablets, capsules (including Softgels), liquids, ointments and powder sachets. Marksans business is export-oriented with its products sales in more than 50 countries.

Marksans organize its business operations into four geographic regions: the United States and North America followed by United Kingdom/Europe, Australia/New Zealand and Rest of the World.

Marksans has forward integrated business model with presence across the pharma value chain including in-house R&D centres, owned and outsourced manufacturing set up and widespread supply chain and distribution set up through its front end subsidiaries in USA, UK and Australia. The manufacturing facilities of Marksans located in India, USA and UK are approved by several leading regulatory agencies including USFDA, UKMHRA and Australian TGA.

7. BRIEF FINANCIAL INFORMATION ABOUT THE COMPANY

- (a) The selected financial information of the Company on standalone basis, as extracted from the audited standalone financial statements for the last 3 (three) financial years, is given below:

(Rs. in lakhs)

Particulars	Financial year ended on March 31,		
	2022	2021	2020
Revenue from Operations	65,828.90	59,954.78	43,341.50
Other Income	4,225.10	3,115.55	17.33
Total Income	70,054.00	63,070.34	43,358.84
Total Expense (excluding Interest Depreciation & Amortisation, Tax and Exceptional Items)	58,749.00	52,691.14	39,979.72
Finance cost	379.50	534.48	729.17
Depreciation & Amortisation	1,766.30	1,519.30	1,164.42
Exceptional Items	-	-	-
Profit Before Tax	13,450.80	12,432.98	5,272.70
Provision for Tax (including Deferred Tax)	3,052.00	2,594.83	1,482.36
Profit After Tax	10,398.80	9,838.15	3,790.34
Other comprehensive income	4.60	(19.64)	16.36



Total comprehensive income for the period	10,403.40	9,818.51	3,806.70
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Excerpts from the Balance Sheet and key financial ratios

(Rs. in lakhs except per share data)

Particulars	Financial year ended on March 31,		
	2022	2021	2020
Paid-up equity share capital	4,093.14	4,093.14	4,093.14
7% Redeemable Cumulative Preference Shares ¹	500.00	500.00	500.00
Convertible Warrants	9,310.00	-	-
Reserves and Surplus (free reserves)	64,212.97	55,027.36	45,618.16
Reserves and Surplus (other reserves)	851.23	851.23	851.23
Total shareholders funds ²	78,967.34	60,471.72	51,062.52
Net worth ³	68,806.14	59,620.50	50,211.30
Total borrowings	-	-	-
Earnings Per Equity Share (Basic & Diluted) ⁴	2.54	2.40	0.93
Book Value Per Equity Share ⁵	16.69	14.44	12.15
Debt Equity Ratio ⁶	-	-	-
Return on Net Worth (%age) ⁷	13.17%	16.27%	7.42%

Notes:

- As per Ind-AS, the Redeemable Cumulative Preference Shares are classified as 'Current Liabilities - Borrowings' in the financial statement for the year ended March 31, 2022 since the redemption is due within 12 months and as "Non Current - Other Financial Liabilities" in the financial statement for the year ended March 31, 2021 and 2020.
- Total shareholders funds represent equity share capital, preference share capital, money received on issue of warrants and reserves and surplus attributable to the shareholders
- Net worth means net worth of the Company as per Section 2(57) of the Companies Act, 2013
- Earnings per share = Profit after tax / Weighted average number of equity shares for the year (as per the audited financial statements of the Company)
- Book value per equity share = (Net Worth – Outstanding Redeemable Cumulative Preference Shares) / Number of equity shares at the end of the year
- The borrowing for the company comprises only of current maturity of the redeemable preference shares and lease liabilities and there are no borrowings by the Company. Therefore debt equity ratio is considered as NIL
- Return on net worth = Profit after tax / Total shareholders funds

(b) The selected financial information of the Company on consolidated basis, based on the consolidated audited financial statements for the last 3 (three) financial years, is given below:

(Rs. in lakhs)

Particulars	Financial year ended on March 31,		
	2022	2021	2020
Revenue from Operations	1,49,083.90	1,37,618.19	1,13,420.90
Other Income	4,185.30	669.43	32.78
Total Income	1,53,269.20	1,38,287.61	1,13,453.67
Total Expense (excluding Interest Depreciation & Amortisation, Tax and Exceptional Items)	1,33,840.30	1,12,484.98	1,01,277.29
Finance cost	844.60	798.64	874.64
Depreciation & Amortisation	4,477.60	3,615.14	2,666.15
Exceptional Items	-	-	-
Profit Before Tax	24,751.10	30,216.41	15,717.18



Provision for Tax (including Deferred Tax)	6,069.70	6,362.53	3,641.91
Profit After Tax	18,681.40	23,853.88	12,075.27
Other comprehensive income	5,028.30	46.74	656.47
Total comprehensive income for the period	23,709.70	23,900.62	12,731.74

Excerpts from the Balance Sheet and key financial ratios

Particulars	(Rs. in lakhs except per share data)		
	Financial year ended on March 31,		
	2022	2021	2020
Paid-up equity share capital	4,093.14	4,093.14	4,093.14
7% Redeemable Cumulative Preference Shares ¹	500.00	500.00	500.00
Convertible Warrants	9,310.00	-	-
Reserves and Surplus (free reserves)	99,623.30	82,379.44	57,397.74
Reserves and Surplus (other reserves)	7,200.60	2,176.92	2,110.55
Total shareholders funds ²	1,20,727.04	89,149.50	64,101.43
Net worth ³	1,04,216.44	86,972.58	61,990.88
Total borrowings	3,629.20	1,874.00	1,884.25
Earnings Per Equity Share (Basic & Diluted) ⁴	4.51	5.76	2.86
Book Value Per Equity Share ⁵	25.34	21.13	15.02
Debt Equity Ratio ⁶	0.03	0.02	0.03
Return on Net Worth (%age) ⁷	15.47%	26.76%	18.84%

Notes:

1. As per Ind-AS, the Redeemable Cumulative Preference Shares are classified as 'Current Liabilities - Borrowings' in the financial statement for the year ended March 31, 2022 since the redemption is due within 12 months and as "Non Current - Other Financial Liabilities" in the financial statement for the year ended March 31, 2021 and 2020.
2. Total shareholders funds represent equity share capital, preference share capital, money received on issue of warrants and reserves and surplus attributable to the shareholders
3. Net worth means net worth of the Company as per Section 2(57) of the Companies Act, 2013
4. Earnings per share = Profit after tax / Weighted average number of equity shares for the year (as per the audited financial statements of the Company)
5. Book value per equity share = (Net Worth – Outstanding Redeemable Cumulative Preference Shares) / Number of equity shares at the end of the year
6. The borrowing for the company comprises of (i) short term borrowings and (ii) current maturity of the redeemable preference shares and lease liabilities. Only short term borrowings have been considered as debt as lease liabilities and redeemable preference shares are not in the nature of borrowings.
7. Return on net worth = Profit after tax / Total shareholders funds

8. DETAILS OF ESCROW ACCOUNT

- 8.1 In accordance with Regulation 20 of the SEBI Buyback Regulations and towards security for performance of its obligations under the SEBI Buyback Regulations, the Company has appointed Axis Bank Limited as the escrow bank for the Buyback and has entered into an escrow agreement with the Manager to the Buyback and Axis Bank Limited pursuant to which the Company will open an escrow account titled "Marksans Pharma Limited - Buyback Escrow Account" ("Escrow Account"). The Company shall authorize the Manager to the Buyback to operate the Escrow Account in compliance with the SEBI Buyback Regulations and the Escrow Agreement. Before the opening of the Buyback (i.e., July 15, 2022), the Company shall fund the requisite escrow amount (as required under the SEBI Buyback Regulations) in the Escrow Account in full cash which shall not be less than 25% of the Maximum Buyback Size.






- 8.2 The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.50% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.
- 8.3 The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the SEBI Buyback Regulations.
- 8.4 If the Company fails to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the SEBI Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.50% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI as directed by SEBI in accordance with the SEBI Buyback Regulations.

9. LISTING DETAILS AND STOCK MARKET DATA

- 9.1 The Equity Shares of the Company are listed on BSE and NSE.
- 9.2 The high, low and average market prices of the Equity Shares for the preceding 3 (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of this Public Announcement and their corresponding volumes on BSE and NSE are as follows:

BSE

Period	High (in Rs.)	Date of High	No. of Equity Shares traded	Low (in Rs.)	Date of Low	No. of Equity Shares traded	Weighted average Price (in Rs.)	Total no. of shares traded during the period
June 2022	48.10	03/06/22	63,575	38.70	20/06/22	73,512	44.28	18,84,263
May 2022	53.45	02/05/22	1,20,621	44.50	26/05/22	1,16,738	48.20	22,05,079
April 2022	62.35	11/04/22	3,13,467	45.55	01/04/22	10,37,291	55.56	55,93,574
March 2022	51.75	24/03/22	4,00,397	45.10	07/03/22	2,05,974	48.09	56,98,899
February 2022	58.15	03/02/22	90,070	43.40	24/02/22	4,77,185	51.27	37,82,359
January 2022	64.90	12/01/22	1,83,987	54.60	25/01/22	1,82,539	60.78	47,75,319
2021-22	97.50	14/06/21	68,81,012	43.40	24/02/22	4,77,185	72.76	11,42,03,293
2020-21	66.10	07/12/20	4,09,264	13.00	03/04/20	2,72,053	46.67	8,05,95,363
2019-20	26.85	29/05/19	9,14,182	9.90	24/03/20	1,09,236	18.47	3,33,06,342

Source: www.bseindia.com

NSE

Period	High (in Rs.)	Date of High	No. of Equity Shares traded	Low (in Rs.)	Date of Low	No. of Equity Shares traded	Weighted average Price (in Rs.)	Total no. of shares traded during the period
June 2022	48.10	03/06/22	4,59,925	38.60	20/06/22	77,64,025	44.15	1,35,21,958
May 2022	53.50	02/05/22	5,37,626	44.50	26/05/22	7,86,555	48.23	1,17,64,008



April 2022	62.40	11/04/22	32,78,561	45.50	01/04/22	46,73,421	56.03	3,51,43,606
March 2022	51.70	24/03/22	26,41,854	45.25	31/03/22	19,64,232	48.16	2,75,50,927
February 2022	58.15	03/02/22	5,22,626	43.55	24/02/22	19,22,770	51.31	2,29,36,118
January 2022	65.00	12/01/22	19,68,584	54.60	25/01/22	11,50,134	61.13	2,89,14,413
2021-22	97.60	14/06/21	6,24,84,093	43.55	24/02/22	19,22,770	73.95	92,39,11,969
2020-21	66.20	07/12/20	25,09,940	12.90	03/04/20	41,55,251	45.35	58,62,61,822
2019-20	26.90	11/04/19	22,60,918	9.85	24/03/20	9,45,956	18.45	27,56,22,012

Source: www.nseindia.com

For the purpose of aforesaid tables:

- Year is the financial year commencing on April 01 and ending on March 31.
- Weighted Average Price (Total Turnover / Total Traded Quantity) for all trading days during the said period
- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares of our Company for the year, or the month, as the case may be
- In case of two days with the same high / low price, the date with higher volume has been disclosed

9.3 The stock prices on the Stock Exchanges on relevant dates are:

Date	Description	BSE			NSE		
		High (Rs.)	Low (Rs.)	Closing (Rs.)	High (Rs.)	Low (Rs.)	Closing (Rs.)
July 01, 2022 *	Day prior to notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	44.55	43.25	43.45	44.70	43.20	43.50
July 04, 2022	Day on which notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	44.35	42.85	43.20	44.35	42.85	43.30
July 08, 2022	Board Meeting Day	50.90	49.15	50.10	50.90	49.15	50.10
July 11, 2022	First trading day post Board Meeting Day	50.50	47.85	49.50	50.10	47.80	49.50

* Since the day prior to notice of Board Meeting falls on a holiday (Sunday), the latest trading day prior to the notice of Board Meeting (i.e., July 01, 2022) has been considered.

10. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

10.1 The capital structure of the Company as on the date of this Public Announcement and the proposed capital structure of the Company post completion of the Buyback is set forth below:

Particulars	Pre-Buyback (As on the date of this Public Announcement) (Rs. in lakhs)	Post-Buyback (Post completion of the Buyback) (Rs. in lakhs) #
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Authorised share capital: 69,00,00,000 Equity Shares	6,900.00	6,900.00
Issued, subscribed and paid-up share capital: <i>Pre-Buyback:</i> 40,93,13,698 Equity Shares <i>Post-Buyback:</i> 39,93,13,698 # Equity Shares	4,093.14	3,993.14

Assuming that the indicative Maximum Buyback Shares are bought back. However, the post Buyback issued, subscribed and paid-up capital will differ depending upon the actual number of Equity Shares bought back.

10.2 As on the date of this Public Announcement, there are no Equity Shares which are partly paid-up, or with call-in arrears and there are no outstanding warrants / convertible securities / stock options convertible into Equity Shares except as stated under:

Sr. No.	List of allottees	No. of warrants allotted	Date of allotment	Status of Warrants i.e., Outstanding or Converted	Conversion Ratio	Price Per Convertible Warrant (In Rs.)	Tenor
1.	Mark Saldanha	10,00,000	July 23, 2021	All warrants are outstanding	Each Warrant will be converted into one equity share	74	Within eighteen months from the date of allotment of warrants
2.	OrbiMed Asia IV Mauritius FVCI Limited	4,93,24,324					

10.3 The shareholding pattern of the Company as on June 30, 2022 ("Pre-Buyback") and the proposed shareholding pattern of the Company post completion of the Buyback ("Post-Buyback") are given below:

Shareholder	Pre-buyback		Post-Buyback #	
	No. of Equity Shares	% of Equity Shares	No. of Equity Shares	% of Equity Shares
A. Promoter & Promoter Group	19,74,91,733	48.25	19,74,91,733	49.46
B. Public	21,18,21,965	51.75	20,18,21,965	50.54
C1. Shares underlying DRs	Nil	0.00	Nil	0.00
C2. Shares held by Employee Trust	Nil	0.00	Nil	0.00
C. Non-Promoter -Non-Public (C = C1+C2)	Nil	0.00	Nil	0.00
Grand Total (A+B+C)	40,93,13,698	100.00	39,93,13,698	100.00

#Assuming that the indicative Maximum Buyback Shares are bought back. However, the shareholding post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback.

10.4 No scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company as on the date of this Public Announcement.

11. DETAILS OF SHAREHOLDING OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND PROMOTER GROUP AND OTHER DETAILS

11.1 For the details of the aggregate shareholding of the promoters, members of the promoter group, directors of the promoters and members of the promoter group (where the promoter or the member of the promoter group is a company) and of persons who are in control of the Company as on the date of this Public Announcement, please refer to paragraph 4.1 of Part A above.



- 11.2 For the details of Equity Shares sold or purchased by the persons mentioned in paragraph 11.1 above during a period of 12 (twelve) months preceding the date of this Public Announcement, please refer to paragraph 4.2 of Part A above.
- 11.3 While the promoters, members of the promoter group and persons in control of the Company are not eligible to participate in the Buyback, depending on the number of Equity Shares bought back by the Company, their effective shareholding percentage in the Company, will increase marginally.
- 12. MANAGEMENT'S DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY**
- 12.1 The share Buy-back offer is being proposed in pursuance of the Company's desire to maximize returns to investors, to reduce total number of shares and enhance overall shareholder value by returning cash to shareholders in an efficient and investor friendly manner. This will be done without in any manner compromising on the high growth opportunities available to the Company. The Buy-back will result in reduction in the overall capital employed in the business, which will, in turn is expected to result in higher earnings per share and enhanced return on equity and return on capital employed, return on net worth, return on assets etc. Further, Buy-back will also provide a reasonable exit opportunity to those shareholders who so desire, in a manner that does not substantially impact the market price of the Company's Share to their own detriment and that of continuing shareholders.
- 12.2 The Buyback is not likely to cause any material adverse impact on the earnings of the Company, except a reduction in the treasury income which the Company could have otherwise earned from investments in fixed deposits.
- 12.3 The Buyback is proposed, considering the accumulated surplus funds available with the Company being in excess of the surplus amount needed to be retained by the Company for future growth of the Company as envisaged by the Board.
- 12.4 The Buyback will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations.
- 12.5 The Buyback will lead to reduction in existing Equity Shares and consequently, is expected to improve the 'earnings per share' and enhance return on equity, assuming that the Company would earn similar profits as in the past.
- 12.6 Pursuant to Regulation 16(ii) of the SEBI Buyback Regulations, the promoters, members of the promoter group and persons in control of the Company are not entitled to participate in the Buyback, however, depending on the number of Equity Shares bought back by the Company, their effective shareholding percentage in the Company, will increase marginally. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 12.7 Consequent to the Buyback (which excludes participation by the promoters, members of the promoter group and persons in control of the Company) and based on the number of Equity Shares bought back by the Company from the shareholders including resident outside India, erstwhile overseas corporate bodies, foreign portfolio investors and non-resident Indian shareholders, the shareholding pattern of the Company would undergo a change; however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.
- 12.8 In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company



shall not be more than twice the paid-up capital and free reserves post the Buyback based on both audited standalone and consolidated financial statements of the Company.

- 12.9 The Company shall not issue any Equity Shares or other securities including by way of bonus issue, till the date of expiry of the Buyback Period except any subsisting obligations to convert warrants into equity shares to the extent permitted and in accordance with the applicable provisions of the Companies Act and the Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, in accordance with Regulation 24(i)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the Buyback Period, except in discharge of its subsisting obligations.


As on date of this Public Announcement, the Company do not have any outstanding warrants / convertible securities / stock options except as disclosed under Clause 10.2 of this Public Announcement.

- 12.10 Unless otherwise determined by the Board or Buyback Committee or as may be directed by the Appropriate Authorities, the Buyback will be completed within a maximum period of 6 (six) months from the date of opening of the Buyback. In accordance with SEBI Buyback Regulations, the Company shall not withdraw the Buyback once this Public Announcement has been made.

13. STATUTORY APPROVALS

- 13.1 Pursuant to Sections 68, 69, 70, and all other applicable provisions of the Companies Act and applicable rules thereunder and the provisions of the SEBI Buyback Regulations and Article 61 of the Articles of Association of the Company, the Company has obtained the Board approval as mentioned above.
- 13.2 The Buyback from each shareholder is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for determining the requirements for, and obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India and / or SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Buyer Broker.
- 13.3 The Buyback shall be subject to such necessary approvals as may be required, and the Buyback from erstwhile overseas corporate bodies and other applicable categories shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended from time to time.
- 13.4 To the best of the knowledge of the Company, other than the Board approval mentioned in paragraph 13.1. of Part B above, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in paragraph 13.2 of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company's obligations in relation to the Buyback.

14. COLLECTION AND BIDDING CENTERS



The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable.

15. COMPLIANCE OFFICER

Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on all working days except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m.

Harshavardhan Panigrahi
Company Secretary
11th Floor, Grandeur
Veera Desai Extension Road
Oshiwara, Andheri (West)
Mumbai - 400 053, Maharashtra, India
Tel. No.: +91 22 4001 2000
Fax No.: +91 22 4001 2099
Email: harshavardhan@marksanspharma.com

16. INVESTOR SERVICE CENTRE

In case of any query, the shareholders may contact Bigshare Services Pvt. Ltd, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. to 5.30 p.m. at the following address

Bigshare Services Private Limited
S6-2, 6th Floor, Pinnacle Business Park
Next to Ahura Centre, Mahakali Caves Road
Andheri (East), Mumbai - 400 093
Tel No.: +91 22 6283 8200
Contact Person: Swapnil Kate
Email: investor@bigshareonline.com
Website: www.bigshareonline.com
SEBI Registration No.: INR000001385
Validity Period: Permanent
CIN: U99999MH1994PTC076534

17. MANAGER TO THE BUYBACK OFFER

The Company has appointed Sundae Capital Advisors Private Limited as Manager to the Buyback Offer, details of whom are as under:

SUNDAE

Sundae Capital Advisors Private Limited
Level 11, Platina, Plot No. C - 59
'G' Block, Bandra Kurla Complex
Bandra (East), Mumbai - 400 051
Maharashtra, India
Tel No.: +91 22 6884 1336 / 1337
Contact Person: Janil Jain / Ridima Gulati
Email: marksans.buyback@sundaecapital.com



Website: www.sundaecapital.com

Investor Grievance Email: grievance.mb@sundaecapital.com

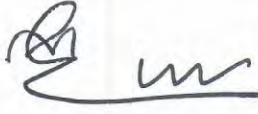
SEBI Registration No.: INM000012494

CIN: U65990DL2016PTC305412

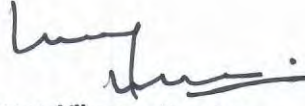
18. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

**For and on behalf of the Board of Directors of
Marksans Pharma Limited**



Mark Saldanha
Chairperson and Managing Director
DIN: 00020983



Vardhman Vikramaditya Jain
Whole-time Director
DIN: 08338573



Harshavardhan Panigrahi
Company Secretary
Mem. No.: F-11133

Date: July 11, 2022
Place: Mumbai

