

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“Meeting”) of the Members of Mankind Pharma Limited (“the Company”) will be held on Friday, the 23rd day of December, 2022 at 11:00 AM (IST) at its registered office at 208, Okhla Industrial Estate, Phase III, New Delhi 110020, India, to transact the following business:

ITEM NO. 1

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution: -

REAPPOINTMENT OF MR. TILOKCHAND PUNAMCHAND OSTWAL (DIN: 00821268) AS INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to approval of the board of directors of the Company (the “Board” or “Board of Directors”) in its meeting held on 25th November, 2022 and the provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, Mr. Tilokchand Punamchand Ostwal (DIN: 00821268) who was appointed as an Independent Director and who holds the office of Independent Director up to 31st December, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act from a Member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director on the Board, who shall hold office for a term of five years commencing on 1st January, 2023, and not be liable to retire by rotation. Mr. Tilokchand Punamchand Ostwal who has submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and who is eligible for re-appointment, shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and commission on the profits as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds and things which are necessary to the re-appointment of Mr. Tilokchand Punamchand Ostwal as an Independent Director of the Company.”

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

Date: 30th November, 2022
Place: New Delhi
Regd. Off: 208, Okhla Industrial Estate
Phase III, New Delhi 110020, Delhi

**Sd/-
Pradeep Chugh
Company Secretary
M. No. A18711**

NOTES: -

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to special business to be transacted at the Extra Ordinary General Meeting (“EGM” or “Meeting”) is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy, in order to be effective, should be duly completed, stamped (if applicable), signed and must be deposited, either in person or through registered post, at the Registered Office of the Company at least 48 hours before the commencement of the Meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 Members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the EGM is enclosed.
3. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified true copy of the relevant Board Resolution authorizing such a representative to attend and vote on its behalf at the Meeting, together with the specimen signature(s) of the authorised representative(s).
4. Members/proxies are requested to bring the attendance slips duly filled in for attending the Meeting. Members holding shares in dematerialised form are requested to write their client ID and DP ID numbers. Only bonafide Members of the Company whose names appear on the Register of Members / Proxy holders in possession of valid attendance slips duly filled in and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.
5. Members holding shares in dematerialized form are requested to submit the PAN and bank account details to their Depository Participants with whom they are maintaining their demat accounts, in case they have not submitted.
6. Members holding shares in dematerialized form are requested to notify any change in their e-mail address to the Depository Participants and always quote their DP ID and Client ID Numbers in all correspondence with the Company. Members are also requested to notify any change of address to their Depository Participants.
7. Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 respectively of the Act and all documents referred to in the accompanying Notice and the Explanatory Statement, will be available for inspection by the Members at the EGM and at the Registered Office of the Company from Monday to Friday between 11:00 AM to 01:00 PM except on holidays, up to and including the date of EGM of the Company.
8. Information regarding particulars of Director, as are required to be provided pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is enclosed to this Notice.
9. The Company’s Registrar and Share Transfer Agents for correspondence is KFIN Technologies Private Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana 500032; Tel No. 040 – 6716 2222, Fax No. 040 – 2300 1153; Email: venu.sp@kfintech.com
10. Route-map to the venue of the Meeting is provided at the end of the Notice.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1

The members are informed that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and rules framed thereunder, Mr. Tilokchand Punamchand Ostwal will complete his first term as an Independent Director of the Company on 31st December, 2022 and is eligible for re-appointment for one more term of up to five (5) consecutive years.

The members are further informed that as per the recommendations of the Nomination and Remuneration Committee and the Audit Committee and based on his skills, rich experience, knowledge, contribution and his continued valuable guidance to the management during his tenure and the outcome of performance evaluation of the Independent Directors, the Board recommends the re-appointment of Mr. Ostwal as an Independent Director of the Company, for the second term of five (5) years with effect from 1st January, 2023. Mr. Ostwal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Ostwal is a person of integrity, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management of the Company. Having regard to the qualifications, experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Tilokchand Punamchand Ostwal as an Independent Director.

The necessary disclosures in relation to re-appointment of Mr. Tilokchand Punamchand Ostwal pursuant to the Secretarial Standards -2 on General Meeting are given in the annexure to this notice.

The members are further informed that in terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Ostwal for being re-appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013.

Accordingly, the consent of the Members is sought by passing a Special Resolution as set out in the Notice for re-appointment of Mr. Tilokchand Punamchand Ostwal as an Independent Director for a period of five (5) consecutive years commencing from 1st January, 2023 to 31st December, 2027.

The terms & conditions of re-appointment of Mr. Tilokchand Punamchand Ostwal shall be open for inspection by Members at the Registered Office of the Company between 11:00 AM to 01:00 PM, Monday to Friday up to and including the date of EGM.

None of the Directors, KMP or their relatives except Mr. Tilokchand Punamchand Ostwal himself is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out in Item No. 1 for the approval of Members.

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

Date: 30th November, 2022
Place: New Delhi
Regd. Off: 208, Okhla Industrial Estate
Phase III, New Delhi 110020, Delhi

**Sd/-
Pradeep Chugh
Company Secretary
M. No. A18711**

Annexure to the Notice

Details of director seeking re-appointment

Mr. Tilokchand Punamchand Ostwal

S. No.	Particulars of the Information	Details
1.	Age	68 years
2.	Qualifications	Chartered Accountant
3.	Experience	Mr. T. P. Ostwal is a practicing Chartered Accountant. He is a member of the Institute of Chartered Accountants of India and a senior partner of chartered accounting firms T.P. Ostwal & Associates LLP, DTS & Associates LLP and Ostwal Desai and Kothari. He is a member of the UN Sub-Committee on Transfer Pricing for Developing Countries. He is also on the Board of several listed Companies in India.
4.	Terms & conditions of appointment	As mentioned in the resolution at Item No. 1 above.
5.	Remuneration sought to be paid	Sitting Fee and Commission on the profits of the Company as may be approved by the Board from time to time.
6.	Remuneration last drawn	₹25 Lakh (Commission on the profits of the company for FY 2021-22) and sitting fee for attending Board and Committee meetings during FY 2021-22)
7.	Date of first appointment on the Board	1 st January 2020
8.	Shareholding in the Company as at March 31, 2022	NIL
9.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
10.	Number of Meetings of Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards	Number of Meetings of Board attended during the year 2022-23 - 6 Directorships, Membership/ Chairmanship of Committees of other Boards - Directorships in other Companies 1. Oberoi Realty Limited 2. Oberoi Constructions Limited 3. Intas Pharmaceuticals Limited 4. Polycab India Limited 5. Incline Realty Private Limited 6. ITI Mutual Fund Trustee Private Limited 7. Divinion Advisory Services Private Limited

		<p>8. Supremus Lower Parel Premises Limited 9. Chamber of Indian Charitable Trusts</p> <p>Membership/Chairmanship of Committees in other Companies: -</p> <p>Chairman: -</p> <ol style="list-style-type: none"> 1. Oberoi Realty Limited – Audit Committee 2. Intas Pharmaceuticals Limited – Audit Committee 3. Polycab India Limited - Audit Committee, Risk Management Committee <p>Member: -</p> <ol style="list-style-type: none"> 1. Oberoi Realty Limited – Nomination and Remuneration Committee, Investment Committee, Stakeholders Relationship Committee 2. Oberoi Constructions Limited – CSR Committee 3. ITI Mutual Fund Trustee Private Limited – Audit Committee 4. Polycab India Limited - Nomination and Remuneration Committee
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MANKIND PHARMA LIMITED

Registered Office: 208, Okhla Industrial Estate, Phase-III, New Delhi-110020.
 Ph.: 011-47476600, Fax: 011-46541383, email: contact@mankindpharma.com, website:
www.mankindpharma.com
 CIN: U74899DL1991PLC044843

FORM NO. MGT -11**Proxy Form**

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

E-mail ID

Folio No. / Client ID:

DP ID:

I/We being the Member(s) of _____ equity shares of the above named Company, hereby appoint: -

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 23rd day of December, 2022 at 11:00 AM (IST) at its registered office at 208, Okhla Industrial Estate, Phase III, New Delhi 110020, India, and at any adjournment(s) thereof, in respect of the resolution, as indicated below: -

1. Reappointment of Mr. Tilokchand Punamchand Ostwal (DIN: 00821268) as Independent Director

Signed this day of2022

Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Affix Revenue Stamp

Note: This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MANKIND PHARMA LIMITED

Registered Office: 208, Okhla Industrial Estate, Phase-III, New Delhi-110020.
Ph.: 011-47476600, Fax: 011-46541383, email: contact@mankindpharma.com, website:
www.mankindpharma.com
CIN: U74899DL1991PLC044843

ATTENDANCE SLIP
Extraordinary General Meeting – 23rd December, 2022

Name of the Member/Proxy in Block Letters:

Folio/DP ID-Client ID:

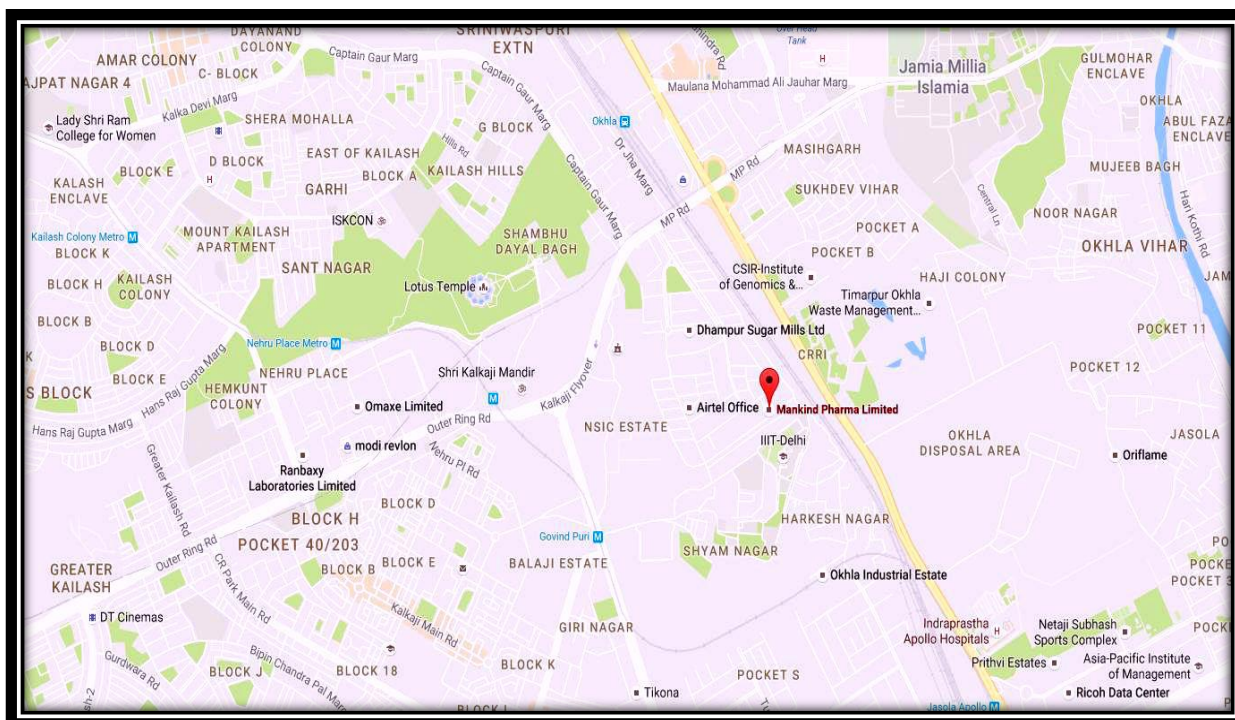
No. of shares held:

I certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extraordinary General Meeting of the Company on Friday, 23rd day of December, 2022 at 11:00 AM (IST) at its registered office at 208, Okhla Industrial Estate, Phase III, New Delhi 110020, India.

Signature of the Member's/Proxy's

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP OF THE VENUE OF EXTRAORDINARY GENERAL MEETING OF
MANKIND PHARMA LIMITED



Mankind Pharma Limited

Registered Office:

208, Okhla Industrial Estate,
Phase-III, New Delhi-110020.

CIN: U74899DL1991PLC044843

Tel. No.: 011-47476600

Fax. No.: 011-46541382

Email: contact@mankindpharma.com