



Mankind Pharma Limited

Registered Office: 208, Okhla Industrial Estate, Phase-III, New Delhi - 110 020, Delhi, India;

Telephone No.: +91 11 4747 6600

Corporate Office: 262, Okhla Industrial Estate, Phase-III, New Delhi - 110 020, Delhi, India;

Telephone No.: +91 11 4684 6700

CIN: U74899DL1991PLC044843

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

Notice of 32nd Annual General Meeting

Notice is hereby given that the 32nd (Thirty Second) Annual General Meeting of the Members of Mankind Pharma Limited will be held on Friday, September 22, 2023 at 3:30 P.M. IST ("Notice") through Video conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt: -
 - a. The Standalone Audited Financial Statements for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
 - b. The Consolidated Audited Financial Statements for the financial year ended March 31, 2023 and the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Rajeev Juneja (DIN: 00283481), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

RE-APPOINTMENT OF MR. RAMESH JUNEJA (DIN: 00283399) AS CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded to re-appoint Mr. Ramesh Juneja (DIN: 00283399) as Chairman and Whole-time Director of the Company for a further period of 5 (Five)

years with effect from May 15, 2024, liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) of the Company, be and is hereby authorized to vary, alter and modify the terms of re-appointment including, inter-alia, designation, remuneration and remuneration structure of Mr. Ramesh Juneja, within the overall limits approved herein and further authorized to do all such acts, deeds and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever, that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the Members of the Company."

4. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: -

RE-APPOINTMENT OF MR. RAJEEV JUNEJA (DIN: 00283481) AS VICE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded to re-appoint Mr. Rajeev Juneja (DIN: 00283481) as Vice Chairman and Managing Director of the Company for a further period of 5 (Five) years with effect from May

15, 2024, liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) of the Company, be and is hereby authorized to vary, alter and modify the terms of re-appointment including, inter-alia, designation, remuneration and remuneration structure of Mr. Rajeev Juneja, within the overall limits approved herein and further authorized to do all such acts, deeds and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever, that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the Members of the Company."

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: -

RE-APPOINTMENT OF MR. SHEETAL ARORA (DIN: 00704292) AS CHIEF EXECUTIVE OFFICER AND WHOLE-TIME DIRECTOR OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded to re-appoint Mr. Sheetal Arora (DIN: 00704292) as Chief Executive Officer and Whole-time Director of the Company for a further period of 5 (Five) years with effect from May 15, 2024, liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) of the Company, be and is hereby authorized to vary, alter and modify the terms of re-appointment including, inter-alia, designation, remuneration and remuneration structure of Mr. Sheetal Arora, within the overall limits approved herein and further authorized to do all such acts, deeds and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever, that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the Members of the Company."

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

RATIFICATION OF THE 'MANKIND EMPLOYEE STOCK OPTION PLAN 2022' ("ESOP 2022"/ "PLAN")

"**RESOLVED THAT** pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with rules framed thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") read with circulars and notifications, if any, issued thereunder to the extent applicable, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other applicable laws, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members of the Company be and is hereby accorded for ratification of the 'Mankind Employee Stock Option Plan 2022' ("ESOP 2022" or "Plan"), originally approved prior to the Initial Public Offer by Members of the Company at their Annual General Meeting held on August 9, 2022 and authorizing the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under the SEBI SBEB & SE Regulations to create, offer and grant up to 81,75,274 (Eighty One Lacs Seventy Five Thousand Two Hundred Seventy Four) employee stock options ("Options"), in one or more tranches, from time to time, to or for the benefit of such eligible employee of the Company including the employees of the group company(ies), subsidiary company(ies) and associate company(ies) of the Company, as designated within the meaning of the Plan, subject to their eligibility as may be determined under the Plan, exercisable into not more than 81,75,274 (Eighty One Lacs Seventy Five Thousand Two Hundred Seventy Four) equity shares of face value of ₹1/- (Rupee One only) each of the Company fully paid-up, to be allotted to the option grantees by the Company, where one Option upon exercise shall convert into one equity share of the Company subject to payment/ recovery of requisite exercise price and applicable taxes and on such further terms, conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares of the Company as specified hereinabove shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the Plan or any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the SEBI SBEB & SE Regulations and the applicable provisions of Act, the Memorandum and Articles of Association of the Company and any other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies as prescribed under the SEBI SBEB & SE Regulations and applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers

of the company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

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

RATIFICATION OF GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF GROUP COMPANY(IES) INCLUDING SUBSIDIARY COMPANY(IES) OR ASSOCIATE COMPANY(IES) UNDER 'MANKIND EMPLOYEE STOCK OPTION PLAN 2022'

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 ("Act"), if any, read with rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), read with all circulars and notifications, if any, issued thereunder to the extent applicable, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded for ratification of the 'Mankind Employee Stock Option Plan 2022' ("ESOP 2022" or "Plan"), originally approved prior to the Initial Public Offer by Members of the Company at their Annual General Meeting held on August 9, 2022 and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under the SEBI SBEB & SE Regulations to offer, create and grant from time to time, in one or more tranches, such number of employee stock options under the Plan within the limit prescribed therein to or for the benefit of such eligible employees as designated within the meaning of the Plan, of the group company(ies) including subsidiary company(ies) or associate

company(ies), whether in or outside India, exercisable into corresponding number of equity shares of face value of ₹1/- (Rupee One only) each fully paid-up, where one employee stock option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and for matters connected therewith or incidental thereto.”

8. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: -

RATIFICATION OF THE REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2023-24

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of

₹ 16,00,000/- (Rupees Sixteen Lakh only) plus taxes as applicable and reimbursement of travelling and out of pocket expenses, as approved by the Board on the recommendation of the Audit Committee, to be paid to M/s M. K. Kulshrestha & Associates, Cost Accountants, for conducting the cost audit for the financial year 2023-24, be and is hereby ratified.”

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

Sd/-
Pradeep Chugh
Company Secretary and
Compliance Officer
M. No. A18711

Date: August 02, 2023
Place: New Delhi
Regd. Office: 208, Okhla Industrial Estate
Phase – III, New Delhi 110 020

NOTES: -

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022, in relation to "Clarification on holding of Annual General Meeting ("AGM") through video conferencing ("VC") or Other Audio Visual Means ("OAVM") read with other Circulars, as may be applicable (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM. The corporate office of the Company shall be deemed to be the venue for the AGM.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of AGM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In terms of Section 152 of the Act, Mr. Rajeev Juneja (DIN: 00283481), retires by rotation at the AGM and being eligible, offer himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment.
6. Details of Directors seeking appointment/re-appointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") are Annexed to this Notice of AGM.
7. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, the certificate from the secretarial auditors of the company that the ESOP 2022 plan have been implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all other documents referred to in the Notice will be available for inspection during business hours in the electronic mode from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send the e-mail to investors@mankindpharma.com.
8. To comply with the provisions of Section 108 of the Act and Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by National Securities Depository Limited ("NSDL") on all resolutions set forth in this Notice.
9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM and Annual Report are being sent only through electronic mode to those Members whose e-mail address are registered with their respective Depository Participants ("DPs"). Members may note that this Notice of AGM and Annual Report will also be available on Company's website (www.mankindpharma.com), Stock Exchange's website (www.bseindia.com and www.nseindia.com) and NSDL website (www.evoting.nsdl.com). The hard copies of the Notice and Annual Report for the year ended March 31, 2023 shall be sent to those Members who have specifically requested for the same.
10. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of SEBI Listing Regulations, companies can serve Annual Report and other communications through electronic mode. Members holding shares in Electronic (Demat) form are advised to register/update the particulars of their e-mail address, bank account, change of postal address and mobile number, etc. to their respective DPs. The email address registered with the DPs will be used for sending all the communications. NSDL has also provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
11. Members holding shares in physical form are advised to inform the particulars of their e-mail address, bank account, change of postal address and mobile number, etc. to our Registrar and Share Transfer Agent ("RTA") i.e. KFin Technologies Limited (Unit: Mankind Pharma Limited), Selenium Tower B, Plot Nos. 31 & 32, Financial

District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032 or the Company at investors@mankindpharma.com. Prescribed forms for making relevant requests are available at the Company's website at www.mankindpharma.com.

12. The Notice of AGM and Annual Report will be sent to those Members / Beneficial Owners whose name appears in the Register of Members / list of Beneficiaries received from the Depositories as on Friday, August 25, 2023 and whose e-mail address is registered in the records of the DPs / RTA.

Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID, Email id, PAN and mobile number at investors@mankindpharma.com from Wednesday, September 13, 2023 at 10:00 am upto Friday, September 15, 2023 at 05.00 pm. Only registered speakers shall be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for Member's queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time at the AGM.

13. The Members who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, DP ID and Client ID, Email id, PAN and mobile number to investors@mankindpharma.com from Wednesday, September 13, 2023 at 10:00 am upto Friday, September 15, 2023 at 05.00 pm. These queries will be suitably replied to by the Company.
14. Members are requested to note that KFin Technologies Limited (Unit: Mankind Pharma Limited) having its office at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032 is the RTA to manage the work related to shares of the Company.
15. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify any change in their address and/or bank mandate to their DPs in respect of shares held in electronic form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Dps with whom they are maintaining their demat accounts.
16. Non-Resident Indian Members are requested to inform RTA/DP, immediately of:
- a. Change in their residential status on return to India for permanent settlement.

- b. Particulars of their bank account maintained in India with complete name, account number, account type and branch address of the Bank with PIN Code.

17. Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM under Note No. 18.

18. Instructions for attending the AGM through VC/OAVM and remote e-voting are given below:

The remote e-voting period begins on Tuesday, September 19, 2023 at 9:00 A.M. and ends on Thursday, September 21, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 15, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 15, 2023 . A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="539 1256 1235 1659" style="text-align: center; border: 1px solid black; padding: 10px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

Login type	Helpdesk details
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request

at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermcalegal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password as well as receiving the copy of this notice and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@mankindpharma.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The Members may contact Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000 for any grievances connected with the facility for e-Voting/ Joining the meeting on the day of the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other Instructions

1. The Board of Directors appointed Mr. Mohit Chaurasia, Advocate and Proprietor, Mohit Chaurasia & Associates as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

3. The results of voting will be declared by the Chairman or the authorized person within 2 working days from the conclusion of AGM and the result declared alongwith the Scrutinizer's Report shall be placed on the Company's website i.e. www.mankindpharma.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
4. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 22, 2023.

EXPLANATORY STATEMENT

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

ITEM NO. 3

The Members of the Company in their Extra-ordinary General Meeting held on April 6, 2019 had re-appointed Mr. Ramesh Juneja (DIN: 00283399) as Chairman and Whole-time Director of the Company for a period of 5 (Five) years w.e.f. May 15, 2019 and accordingly his tenure is completing on May 14, 2024.

The Board of Directors at their meeting held on August 2, 2023, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved the re-appointment of Mr. Ramesh Juneja as Chairman and Whole-time Director of the Company for a further period of 5 (Five) years w.e.f. May 15, 2024 on the terms and conditions including remuneration as below:

I. Remuneration:

- a. Fixed Salary: ₹10.08 Crores per annum.
- b. Commission: Annual Commission at the rate of not more than 0.59% on the profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 ("the Act").
- c. Perquisites and Allowances: Perquisites and Allowances including Leave Travel Allowance, Conveyance Allowance, Telephone, Medical Expenses, Club Fees, Reimbursement of Electricity & Water Expenses of his residence, Medclaim Insurance Policy and other benefits as per the rules of the Company and the income tax on complete remuneration including fixed salary, commission, perquisites and allowances and other benefits shall be borne by the Company.
- d. Retirement Benefits: Benefits including Gratuity, Contribution to Provident Fund, Family Benefit Fund, Leave Encashment, etc. as per the rules of the Company and/or as per statutory requirements.
- e. Overall Remuneration: The aggregate of above remuneration payable to Mr. Ramesh Juneja, Chairman and Whole-time Director shall not exceed the individual and overall limits laid down in the Act.

II. Other Terms & Conditions:

- a. Mr. Ramesh Juneja shall perform his duties in the interest of the Company.
- b. Mr. Ramesh Juneja shall be entitled for reimbursement of actual entertainment, travelling, boarding, lodging and all other expenses incurred by him in connection with

the Company's business or during the course of discharge of his official duties and responsibilities and such reimbursement will not form part of his remuneration.

- c. Mr. Ramesh Juneja shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.
- d. Mr. Ramesh Juneja shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act including related Rules and the provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e. Mr. Ramesh Juneja shall adhere to the Code of Conduct of the Company and shall also comply with the other policies and laws applicable on the Company.
- f. This re-appointment shall not be considered as a break in his service as Managerial Personnel of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ramesh Juneja pursuant to the provisions of Section 190 of the Act.

The Company has also received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director.

Mr. Ramesh Juneja satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified to act as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Considering that Mr. Ramesh Juneja is attaining the age of 70 years on July 7, 2025, accordingly pursuant to the provisions of Section 196(3) of the Act approval of the Members is also sought by way of Special Resolution for continuation of his employment as Chairman and Whole-time Director of the Company.

Mr. Ramesh Juneja is a Promoter Director of the Company. He has been actively involved in the operations of the Company. He has rich and varied experience of over 32 years in pharmaceutical industry. It would be in the interest of the Company to re-appoint Mr. Ramesh Juneja as Chairman and Whole-time Director of the Company.

Details of Mr. Ramesh Juneja pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings

('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Except Mr. Ramesh Juneja (Chairman and Whole-time Director), Mr. Rajeev Juneja (Vice Chairman and Managing Director), Mr. Sheetal Arora (Chief Executive Officer and Whole-time Director), Mr. Arjun Juneja (Chief Operating Officer) and their relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as a Special Resolution.

ITEM NO. 4

The Members of the Company in their Extra-ordinary General Meeting held on April 6, 2019 had re-appointed Mr. Rajeev Juneja (DIN: 00283481) as Chief Executive Officer and Whole-time Director of the Company for a period of 5 (Five) years w.e.f. May 15, 2019 and further in their Annual General Meeting held on September 27, 2021 re-designated Mr. Rajeev Juneja as Vice Chairman and Managing Director of the Company for the remaining period of his tenure. The tenure of Mr. Rajeev Juneja is completing on May 14, 2024.

The Board of Directors at their meeting held on August 2, 2023, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved the re-appointment of Mr. Rajeev Juneja as Vice Chairman and Managing Director of the Company for a further period of 5 (Five) years w.e.f. May 15, 2024 on the terms and conditions including remuneration as below:

I. Remuneration:

- a. Fixed Salary: ₹13.38 Crore per annum.
- b. Commission: Annual Commission at the rate of not more than 0.56% on the profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 ("the Act").
- c. Perquisites and Allowances: Perquisites and Allowances including Leave Travel Allowance, Conveyance Allowance, Telephone, Medical Expenses, Club Fees, Reimbursement of Electricity & Water Expenses of his residence, Mediclaim Insurance policy and other benefits as per the rules of the Company and the income tax on complete remuneration including fixed salary, commission, perquisites and allowances and other benefits shall be borne by the Company.

- d. Retirement Benefits: Other benefits including Gratuity, Contribution to Provident Fund, Family Benefit Fund, Leave Encashment, etc. as per the rules of the Company and/or as per statutory requirements.
- e. Overall Remuneration: the aggregate of above remuneration payable to Mr. Rajeev Juneja, Vice Chairman and Managing Director shall not exceed the individual and overall limits laid down in the Act.

II. Other Terms & Conditions:

- a. Mr. Rajeev Juneja shall perform his duties in the interest of the Company.
- b. Mr. Rajeev Juneja shall be entitled for reimbursement of actual entertainment, travelling, boarding, lodging and all other expenses incurred by him in connection with the Company's business or during the course of discharge of his official duties and responsibilities and such reimbursement will not form part of his remuneration.
- c. Mr. Rajeev Juneja shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.
- d. Mr. Rajeev Juneja shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act including related Rules and the provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e. Mr. Rajeev Juneja shall adhere to the Code of Conduct of the Company and shall also comply with the other policies and laws applicable on the Company.
- f. This re-appointment shall not be considered as a break in his service as Managerial Personnel of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Rajeev Juneja pursuant to the provisions of Section 190 of the Act.

The Company has also received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director.

Mr. Rajeev Juneja satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified to act as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Mr. Rajeev Juneja is a Promoter Director of the Company. He has been actively involved in the operations of the Company. He has rich and varied experience of over 30 years in pharmaceutical industry. It would be in the interest of the Company to re-appoint Mr. Rajeev Juneja as Vice Chairman and Managing Director of the Company.

Details of Mr. Rajeev Juneja pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Except Mr. Rajeev Juneja (Vice Chairman and Managing Director), Mr. Ramesh Juneja (Chairman and Whole-time Director), Mr. Sheetal Arora (Chief Executive Officer and Whole-time Director), Mr. Arjun Juneja (Chief Operating Officer) and their relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

ITEM NO. 5

The Members of the Company in their Extra-ordinary General Meeting held on April 6, 2019 had re-appointed Mr. Sheetal Arora (DIN: 00704292) as Managing Director of the Company for a period of 5 (Five) years w.e.f. May 15, 2019 and further in their Annual General Meeting held on September 27, 2021 re-designated Mr. Sheetal Arora as Chief Executive Officer and Whole-time Director of the Company for the remaining period of his tenure. The tenure of Mr. Sheetal Arora is completing on May 14, 2024.

The Board of Directors at their meeting held on August 2, 2023, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved the re-appointment of Mr. Sheetal Arora as Chief Executive Officer and Whole-time Director of the Company for a further period of upto 5 (Five) years w.e.f. May 15, 2024 on the terms and conditions including remuneration as below:

I. Remuneration:

- a. Fixed Salary: ₹5.04 Crore per annum.
- b. Commission: Annual Commission at the rate of not more than 0.45% on the profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 ("the Act").
- c. Perquisites and Allowances: Perquisites and Allowances including Leave Travel Allowance,

Conveyance Allowance, Telephone, Medical Expenses, Club Fees, Reimbursement of Electricity & Water Expenses of his residence, Medclaim Insurance policy and other benefits as per the rules of the Company and the income tax on complete remuneration including fixed salary, commission, perquisites and allowances and other benefits shall be borne by the Company.

- d. Retirement Benefits: Other benefits including Gratuity, Contribution to Provident Fund, Family Benefit Fund, Leave Encashment, etc. as per the rules of the Company and/or as per statutory requirements.
- e. Overall Remuneration: the aggregate of above remuneration payable to Mr. Sheetal Arora, Chief Executive Officer and Whole-time Director shall not exceed the individual and overall limits laid down in the Act.

II. Other Terms & Conditions:

- a. Mr. Sheetal Arora shall perform his duties in the interest of the Company.
- b. Mr. Sheetal Arora shall be entitled for reimbursement of actual entertainment, travelling, boarding, lodging and all other expenses incurred by him in connection with the Company's business or during the course of discharge of his official duties and responsibilities and such reimbursement will not form part of his remuneration.
- c. Mr. Sheetal Arora shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.
- d. Mr. Sheetal Arora shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act including related Rules and the provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e. Mr. Sheetal Arora shall adhere to the Code of Conduct of the Company and shall also comply with the other policies and laws applicable on the Company.
- f. This re-appointment shall not be considered as a break in his service as Managerial Personnel of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sheetal Arora pursuant to the provisions of Section 190 of the Act.

The Company has also received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director.

Mr. Sheetal Arora satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified to act as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Mr. Sheetal Arora is a Promoter Director of the Company. He has been actively involved in the operations of the Company. He has rich and varied experience of over 15 years. It would be in the interest of the Company to re-appoint Mr. Sheetal Arora as Chief Executive Officer and Whole-time Director of the Company.

Details of Mr. Sheetal Arora pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Except Mr. Sheetal Arora (Chief Executive Officer and Whole-time Director), Mr. Ramesh Juneja (Chairman and Whole-time Director), Mr. Rajeev Juneja (Vice Chairman and Managing Director), Mr. Arjun Juneja (Chief Operating Officer) and their relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as an Ordinary Resolution.

ITEM NOS. 6 and 7

The Company appreciates the critical role, its key employees play in the organizational growth. It strongly feels that the value created by its key employees should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents in line with corporate growth and creation of shareholders' value, the Company implemented an employee stock option plan namely 'Mankind Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan") for employees including directors of the Company and group company(ies) including subsidiary company(ies) and associate company(ies) (other than promoters and persons belonging to the promoter group, independent directors and directors either himself or through his relative or through any body corporate holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), as eligible and defined under the Plan. In view of above, the Board of Directors and Members of the Company had approved the Plan prior to the listing of the Equity Shares of the Company.

In terms of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Plan formulated prior to the listing of Equity Shares of the Company is further required to be ratified by the Members post listing of the Equity Shares of the Company.

Accordingly, the Plan is placed before the Members for ratification in terms of the aforesaid SEBI SBEB & SE Regulations after which your Company would be able to grant Options under the Plan and issue Shares under the Plan. The aforesaid proposals are not detrimental to the interests of any existing option grantees/employees.

The said proposal of ratification of the Plan was already approved by the Board of Directors ("Board") of the Company in their meeting held on August 2, 2023.

Disclosures required pursuant to the regulation 6(2) of SEBI SBEB & SE Regulations is provided hereunder for the consideration of the Members:

a) Brief description of the Plan:

The Plan provides for grant of employee stock options ("Options") to the eligible employees including directors (collectively referred to as "employees") of the Company, its subsidiary company(ies) and its group companies/associates, as may be permissible under the Companies Act and the SEBI SBEB & SE Regulations.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall superintend and administer the Plan with terms of reference of such powers as delegated by the Board or as are available under the applicable laws. All questions of interpretation of the Plan shall be determined by the Committee as per terms of the Plan and applicable laws.

b) Total number of Options to be offered and granted:

A total of 81,75,274 (Eighty One Lacs Seventy Five Thousand Two Hundred Seventy Four) Options would be available for being granted to the eligible employees of the Companies under the Plan. Each Option when exercised would be converted into one equity share of face value of ₹1/- (Rupee One only) each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Committee is authorized to re-grant such lapsed / cancelled Options as per the Plan.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of Options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Plan and be beneficiaries in the Plan:

“Employee” shall mean -

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether a whole-time Director or not, including a Non-executive Director who is not a Promotor or member of the Promoter Group, but excluding an Independent Director; or
- (iii) An Employee as defined in sub-clauses (i) or (ii), of a group company including Subsidiary Company or its Associate Company, in India or outside India, of the Company;

but does not include-

- a. an employee who is a Promotor or a person belonging to the Promoter Group; or
- b. a Director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment or service on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which Options granted would vest (subject to the minimum and maximum vesting period as specified below).

The vesting period of Options granted shall vest in not earlier than 1 (One) year and not more than 4 (Four) years from the date of grant of such Options. The exact proportion in which and the exact period over which the Options would vest would be determined by the Committee at the time of grant, subject to the minimum vesting period of one year from the date of grant of Options.

e) The maximum period within which the Options shall be vested:

The Options granted shall vest in not more than 4 (Four) years from the date of grant of such Options.

f) The exercise price or pricing formula:

The exercise price per Option shall be determined by the Committee which in any case shall not be less than the face value of the share of the Company as on date of grant.

g) The exercise period and the process of exercise:

The vested Options can be exercised by the employees within a maximum exercise period of 5 (Five) years from the date of the vesting of such Options.

However, in case of death and permanent incapacity while in employment or service, the exercise period shall be up to a maximum of exercise period of 36 (thirty-six) months commencing from the date of death or permanent incapacity, as the case may be.

The Options will be exercised by the employees by a written application to the designated officer of the Company in such manner and on execution of such documents, as may be prescribed in this regard from time to time.

The Option will lapse if not exercised within the specified exercise period.

h) The appraisal process for determining the eligibility of the employees for the Plan:

The Options shall be granted to the employees as per eligibility criteria determined by the Committee as it deems fit, from time to time, which may include attributes like past performance, achievement of key performance indicators, future potential, etc.

i) Maximum number of Options to be issued per employee and in aggregate:

Maximum number of Options that may be granted to any individual employee under the Plan shall not exceed 4,00,000 (four lacs) Options. For maximum number of Options to be granted in aggregate, see b) above.

The Plan has a pool of maximum 81,75,274 (Eighty One Lacs Seventy Five Thousand Two Hundred Seventy Four) options, out of which total 10,46,512 (Ten Lacs Forty Six Thousand Five Hundred Twelve) options were granted before listing of equity shares of the Company on the Stock Exchanges and remaining ungranted options are 71,28,762 (Seventy One Lacs Twenty Eight Thousand Seven Hundred Sixty Two).

j) Maximum quantum of benefits to be provided per Employee under the Plan:

The maximum quantum of benefits that will be provided to any employee under the Plan will be the difference between the market value of Company's equity shares on the Stock Exchanges as on the date of exercise of options and the exercise price paid by the employee.

Apart from above, no other monetary benefits are contemplated under the Plan.

k) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by the Company, through the Nomination and Remuneration Committee (which shall be designated as the Compensation Committee for the purposes of the Plan) duly constituted by the Board from time to time.

l) Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan contemplates fresh issue of shares by the Company.

m) The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the Plan.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan:

This is not relevant under the Plan as the Plan contemplates using fresh shares to be issued by the Company.

o) Disclosure of Accounting Policies:

The Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the SEBI SBEB & SE Regulations.

p) Method of option valuation:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Options granted as per prescribed under Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

q) Statement with regard to Disclosure in Director's Report:

As the company is adopting the fair value method, presently there is no requirement for disclosure in the Director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.

r) Period of Lock-in:

The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws specifically in connection with or after listing of company's shares.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities issued pursuant to exercise of Options granted under the Plan if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

The Plan implemented by the Company is in conformity with the provisions of SEBI SBEB & SE Regulations. A copy of the Plan and the certificate from the secretarial auditors of the company that the ESOP 2022 have been implemented in accordance with SEBI SBEB & SE Regulations is available in the electronic mode for inspection during office hours on all working days till the date of the conclusion of this AGM. Members seeking to inspect such documents can send the e-mail to investors@mankindpharma.com.

Directors / Key Managerial Personnel / their relatives who are/ may be granted stock options under ESOP 2022 may be deemed to be concerned or interested in the resolution to the extent of stock options granted / to be granted pursuant to the Plan and to the extent of their shareholding in the Company, if any.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolutions set out at Item No. 6 and 7 for approval of the Members as Special Resolution.

ITEM NO. 8

The Members are informed that in accordance with Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board has to be ratified by the Members of the Company.

The Board of Directors at its meeting held on May 30, 2023, on the recommendation of the Audit Committee, has re-appointed M/s M.K. Kulshrestha & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2023-24 at a remuneration of ₹16,00,000/- (Rupees Sixteen Lakh only) plus taxes as applicable and reimbursement of travel and out of pocket expenses.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or

interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolutions set out at Item Nos. 8 for ratification by the Members as an Ordinary Resolution.

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

Sd/-
Pradeep Chugh
Company Secretary and
Compliance Officer
M. No. A18711

Date: August 02, 2023
Place: New Delhi
Regd. Office: 208, Okhla Industrial Estate
Phase – III, New Delhi 110 020

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed:

Name of Director	Mr. Ramesh Juneja (DIN: 00283399)	Mr. Rajeev Juneja (DIN: 00283481)	Mr. Sheetal Arora (DIN: 00704292)
Age	68	58	49
Qualifications	No Formal education	No Formal education	B. Com
Brief Resume and Experience	Mr. Ramesh Juneja is the Chairman and a Whole-time Director of the Company. He is a founder and Promoter of the Company. He has been associated with the Company since its incorporation as a Director and Promoter. He has experience of over 32 years in the pharmaceutical industry. He was awarded the finalist certificate for "Entrepreneur of the Year" by Ernst & Young in 2009.	Mr. Rajeev Juneja is the Vice-Chairman and Managing Director of the Company. He is also a Promoter of the Company and has been associated with the Company since December 22, 1992. He has experience of over 30 years in the pharmaceutical industry	Mr. Sheetal Arora is the Chief Executive Officer and Whole-time Director of the Company. He is also a Promoter of the Company and has been associated with the Company since September 21, 2007. He has experience of over 15 years in the pharmaceutical industry.
Nature of expertise in specific functional areas	Pharmaceutical Industry Knowledge; Leadership skill; Risk Management; Corporate Governance; Sales, Marketing and Commercial	Pharmaceutical Industry Knowledge; Leadership skill; Risk Management; Corporate Governance; Sales, Marketing and Commercial	Pharmaceutical Industry Knowledge; Leadership skill; Sales, Marketing and Commercial; Operations; Financial Expertise; Risk Management
Terms & conditions of appointment/re-appointment	As set out in the explanatory statement	As set out in the explanatory statement	As set out in the explanatory statement
Remuneration sought to be paid	As set out in the explanatory statement	As set out in the explanatory statement	As set out in the explanatory statement
Remuneration last drawn	₹ 25.93 Crore Per Annum	₹ 28.88 Crore Per Annum	₹ 15.46 Crore Per Annum
Date of first appointment on the Board	July 03, 1991	December 22, 1992	September 21, 2007
Shareholding in the Company (including shareholding as a beneficial owner)	<ul style="list-style-type: none"> 68,55,990 equity shares held in his individual capacity 8,33,52,652 equity shares held by Mr. Ramesh Juneja as registered owner on behalf of Ramesh Juneja Family Trust ("Trust"). Mr. Ramesh Juneja is Managing Trustee of the Trust 	<ul style="list-style-type: none"> 65,00,021 equity shares held in his individual capacity 7,99,30,520 equity shares held by Mr. Rajeev Juneja as registered owner on behalf of Rajeev Juneja Family Trust ("Trust"). Mr. Rajeev Juneja is Managing Trustee of the Trust 	<ul style="list-style-type: none"> 2,10,94,717 equity shares held in his individual capacity 6,17,55,635 equity shares held by Arora Family Private Limited as registered owner on behalf of Prem Sheetal Family Trust ("Trust"). Mr. Sheetal Arora is Managing Trustee of the Trust
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company (inter-se relationships)	<ul style="list-style-type: none"> Mr. Rajeev Juneja – Brother Mr. Arjun Juneja – Son Mr. Sheetal Arora – Sister's Son 	<ul style="list-style-type: none"> Mr. Ramesh Juneja – Brother Mr. Sheetal Arora – Sister's Son Mr. Arjun Juneja – Brother's Son 	<ul style="list-style-type: none"> Mr. Ramesh Juneja – Mother's Brother Mr. Rajeev Juneja – Mother's Brother Mr. Arjun Juneja – Son of Mr. Ramesh Juneja
Number of Meetings of Board attended during the year (FY 2022-23)	1	7	6

Name of Director	Mr. Ramesh Juneja (DIN: 00283399)	Mr. Rajeev Juneja (DIN: 00283481)	Mr. Sheetal Arora (DIN: 00704292)
Directorship held in other Companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Teen Murti Products Private Limited 2. Luxor Metaltec India Private Limited 3. Broadway Hospitality Services Private Limited 4. Pavi Buildwell Private Limited 5. Appian Associates Infrastructure Private Limited 6. Gyan Infrastructure Company Private Limited 7. Jaspac Industries Private Limited 8. Mahananda Spa & Resorts Private Limited 9. RCJ Advisors Private Limited 10. Mankind Biotech Private Limited 11. Casablanca Securities Private Limited 	<ol style="list-style-type: none"> 1. Alankit Handicrafts Private Limited 2. Luxor Metaltech India Private Limited 3. Appian Properties Private Limited 4. Pavi Buildwell Private Limited 5. Saburi Sairam Buildtech Private Limited 6. Appian Associates Infrastructure Private Limited 7. Jaspac Industries Private Limited 8. Mahananda Spa and Resorts Private Limited 9. ANM Properties Private Limited 10. Pathkind Diagnostics Private Limited 11. Casablanca Pharma Private Limited 12. RPJ Trustee Private Limited 13. Mankind Biotech Private Limited 14. Mankind Biosys Private Limited 15. Beckon Realstate Developers Private Limited 	<ol style="list-style-type: none"> 1. Prolijune Lifesciences Private Limited 2. Mankind Biosys Private Limited 3. Teen Murti Products Private Limited 4. Rashi Apparels Private Limited 5. Rashmi Exports Private Limited 6. Mankind Drugs Private Limited 7. Jaspac Industries Private Limited 8. ANM Properties Private Limited 9. Pavi Buildwell Private Limited 10. Pathkind Diagnostics Private Limited 11. Appian Properties Private Limited 12. Casablanca Pharma Private Limited 13. Arora Family Private Limited 14. Packtime Innovations Private Limited 15. Pharmaforce Excipients Private Limited 16. Vermish Enterprises Private Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Corporate Social Responsibility- Chairman 	<ol style="list-style-type: none"> 1. Corporate Social Responsibility- Member 	<ol style="list-style-type: none"> 1. Stakeholder Relationship Committee – Member 2. Risk Management Committee – Chairman 3. Audit Committee - Member
Committees position held in other companies	<ol style="list-style-type: none"> 1. Appian Associates Infrastructure Private Limited - Corporate Social Responsibility Committee (Member) 	<ol style="list-style-type: none"> 1. Mankind Biosys Private Limited - Corporate Social Responsibility Committee (Member) 2. Appian Associates Infrastructure Private Limited - Corporate Social Responsibility Committee (Member) 	<ol style="list-style-type: none"> 1. Mankind Biosys Private Limited - Corporate Social Responsibility Committee (Chairman)
Resignation from listed entities in the past three years	Not Applicable	Not Applicable	Not Applicable