AKUMS DRUGS & PHARMACEUTICALS LTD.

CIN : U24239DL2004PLC125888
304, Mohan Place, L.S.C., Saraswati Vihar, Delhi – 110034
Ph. : 011-27011448, Fax : 011-24023256

NOTICE

Notice is hereby given that the Eighteenth (18^{th}) Annual General Meeting of the members of Akums Drugs & Pharmaceuticals Ltd. will be held on **Friday, the 29^{th} July, 2022 at 04.00 P.M.** through Video Conferencing, to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended on 31^{st} March, 2022 and the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended on 31^{st} March 2022 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, the following resolutions as Ordinary Resolutions:

a) "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended on March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted".

b) "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended on March 31, 2022 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted".

2. To appoint Dr. Amit Varma (DIN: 02241746) who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Amit Varma (DIN: 02241746), who retire by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. FIXATION OF REMUNERATION OF COST AUDITOR FOR F.Y. 2022-23

To fix the remuneration of Cost Auditor for the financial year ending on March 31, 2023 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 148 of the Companies Act, 2013, the Board of Directors and / or a committee thereof including Audit Committee of the Company be and are hereby authorized to fix the remuneration of cost auditor for financial year 2022-23 and to do all such things & acts as may be necessary in this regard".

4. APPROVAL OF REMUNERATION/ CONSULTANCY CHARGES OF RELATIVES OF DIRECTORS

"**RESOLVED THAT** the Board of Directors and / or a committee thereof including Nomination and Remuneration Committee be and are hereby severally authorized to fix, from time to time, the remuneration of relatives of directors in a manner that any relative draws a monthly remuneration not exceeding Rs. 10.00 Lakh each plus usual benefits perquisites and amenities as are applicable to other employees of the Company".

Place : Delhi
Date : 17.06.2022

By Order of the Board of Directors

For Akums Drugs & Pharmaceuticals Ltd.

Company Secretary

Dharamvir Malik
Company Secretary

Notes:

1. Explanatory statement(s) pursuant to section 102(1) of the Companies Act, 2013, which set out details relating to Special Business at the meeting, is annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.

3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested and maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

EXPLANATORY STATEMENT(S)

(Statement to be annexed to notice pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3:

FIXATION OF REMUNERATION OF COST AUDITOR FOR F.Y. 2022-23

Board of Directors at its meeting held on 17.06.2022 had appointed M/s. Jain Sharma & Associates to conduct the Audit of Cost Records of the Company for the F.Y. 2022-23.

In accordance with the provisions of Section 148 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be fixed by the members of the Company. Accordingly approval of the members is sought for authorizing the Board of Directors to fix the remuneration of the Cost Auditors for the financial year ending March 31, 2023.

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.

The Board recommends the Resolution to be passed as ordinary resolution.

ITEM NO. 4:

APPROVAL OF SALARY/ REMUNERATION / CONSULTANCY CHARGES OF RELATIVES OF THE DIRECTORS

Shareholders may take note that salary of relative(s) of director(s) appointed with the company, its subsidiary company or associate company, is governed by provisions of Section 188(1)(f) of the Companies Act, 2013 and rules made there under and the said provisions states that a monthly remuneration of INR 2.50 lakh can be given with approval of the Board or Committee thereof; beyond that limit Shareholders approval is required.

While considering the aforementioned provisions, the Board / Nomination and Remuneration Committee (NRC) recommended to shareholders to pass the resolutions to get a blanket approval upto Rs. 10.00 lakh monthly for each relative of the directors. After such approvals for routine increments of such family members, the Committee does not require to seek shareholders' approval every year.

D.C Jain

Shri D.C. Jain, is a relative of Shri Sanjeev Jain & Shri Sandeep Jain, Directors of the Company; and therefore falls within the ambit of related party, in accordance with the Section 2(76) & 2(77) of Companies Act, 2013 read with rules made there under.

Shri D.C. Jain has loaded academic qualifications and he is B.Com, F.C.S, L.L.B., M.I.L. (Hons.),G.D.I.M., M.I.I.A., A.M.I.B.M, F.A.S.M; and had been the President of the Institute of Companies Secretaries of India. He has over 60 years of rich experience in the field of Finance, Accounts, Taxation, Secretarial & Legal domain, also he is a good strategist in business development & management; has played a vital role in the attainment of today's position of the organization; and has been providing his un-tired services as consultant in the aforementioned fields to the Company & its Subsidiaries.

Shri D.C. Jain had worked as director of the Company since the incorporation of the Company i.e. 2004 till 31.12.2009.

Thereafter, w.e.f. 01.04.2012, he was appointed as Consultant and is still working as a consultant and currently drawing monthly consultancy fee of Rs. 5,20,000/- + GST and other levies applicable from time to time, subject to tax deduction at source, as applicable. There is requirement to authorize the Board of Directors or Nomination & Remuneration Committee to increase consultancy charges of Shri D.C. Jain on periodical basis.

Keeping in view Shri D.C. Jain's qualification, experience & usefulness to the Company consultancy charges may be fixed by the Board of Directors or a Committee thereof for any amount but not exceeding Rs. 10.00 lakh per month.

Your directors recommend to pass the resolution as special resolution.

None of the Directors, apart from Shri Sanjeev Jain & Shri Sandeep Jain is interested in the resolution.

SMT. LATA JAIN

Smt. Lata Jain, is a relative of Shri Sanjeev Jain, Director of the Company; and therefore falls within the ambit of related party, in accordance with the Section 2(76) & 2(77) of Companies Act, 2013 read with rules made there under.

Members may take note that Smt. Lata Jain, B.Sc (H) Chemistry (Miranda House), B.Ed (Dayalbagh, Agra) and working as GM, Purchase with Pure & Cure Healthcare Pvt. Ltd. (wholly owned subsidiary of the Company); Smt. Lata Jain has working experience of about 11 years in family business.

Current salary of Smt. Lata Jain is Rs. 3.60 monthly plus other benefits as applicable to other employees of the Company.

Keeping in view Smt. Lata Jain's qualification, experience and remuneration drawn by same status persons in other organization and within organization, the Board/ NRC Committee is of the view that shareholders of the Company may provide a blanket approval of upto Rs. 10.00 lakh monthly by empowering the NRC Committee to increase salary of Smt. Lata Jain periodically, for any amount but not exceeding Rs. 10.00 lakh monthly.

Therefore, approval of shareholders needs to be obtained in this regard. The NRC Committee may also upgrade her designation when they feel appropriate.

Your directors recommend to pass the resolution as special resolution.

None of the Directors, apart from Shri Sanjeev Jain is interested in the resolution.

SMT. ARCHANA JAIN

Smt. Archana Jain, is a relative of Shri Sandeep Jain, Director of the Company; and therefore falls within the ambit of related party, in accordance with the Section 2(76) & 2(77) of Companies Act, 2013 read with rules made there under.

Smt. Archana Jain is graduate from Delhi University and completed Secretarial Course from YMCA and working as GM, Purchase with Maxcure Nutravedics Ltd. (wholly owned subsidiary) of the Company. Smt. Archana Jain has working experience of about 8 years in family business.

Smt. Archana Jain, currently drawing a monthly remuneration of Rs. 3.60 Lac. There is also a need to authorize the Board / NRC to increase her salary on periodical basis, for any amount but not exceeding Rs. 10.00 lakh monthly. The Board/ NRC may also upgrade her designation when they feel appropriate.

Your directors recommend to pass the resolution as special resolution.

None of the Directors, apart from Shri Sandeep Jain is interested in the resolution.

MS. ARUSHI JAIN

Ms. Arushi Jain, is a relative of Shri Sanjeev Jain, Director of the Company; and therefore falls within the ambit of related party, in accordance with the Section 2(76) & 2(77) of Companies Act, 2013 read with rules made there under.

Ms. Arushi Jain is a Chartered Accountant from the Institute of Chartered Accountant of India (ICAI) and completed her Company Secretaryship examination (except one out of three groups of final) from Institute of Company Secretary of India (ICSI). She has done Young Entrepreneurship Program Course from IIM Ahmedabad, Strategic Implementation course from IIM Ahmedabad, Managing Brands & Marketing Communication Course from MICA, Ahmedabad.

She had completed her articleship with Earnest & Young (EY) for two years. She was looking after operation affairs of Sarvagunaushdhi Pvt. Ltd. till October 2021 and now looking into finance & business strategy of the Company and since then working as Director - Corporate Growth & Excellence with Akums. She handled profile of CFO of the company for about 3 months.

Ms. Arushi Jain, currently drawing a monthly remuneration of Rs. 5.00 Lac. There is also a need to authorize the Board / NRC to increase her salary on periodical basis for any amount but not exceeding Rs. 10.00 lakh monthly. The Board/ NRC may also upgrade her designation when they feel appropriate.

Your directors recommend to pass the resolution as special resolution.

None of the Directors, apart from Shri Sanjeev Jain is interested in the resolution.

MR. KANISHK JAIN

Mr. Kanishk Jain, is a relative of Shri Sandeep Jain, Director of the Company; and therefore falls within the ambit of related party, in accordance with the Section 2(76) & 2(77) of Companies Act, 2013 read with rules made there under.

Mr. Kanishk Jain, completed his Master in Business Administration (MBA) in 2017 from SP Jain School of Global Management, which has been ranked higher among premium business school of the country and post completion of his MBA he is looking after operations & business affairs of Akumentis Healthcare Ltd. and designated as Director-Operation Marketing.

Mr. Kanishk Jain, currently drawing a monthly remuneration of Rs. 5.00 Lac. There is also a need to authorize the Board / NRC to increase his salary on periodical basis, for any amount but not exceeding Rs. 10.00 lakh monthly. The Board/ NRC may also upgrade her designation when they feel appropriate.

Your directors recommend to pass the resolution as special resolution.

None of the Directors, apart from Shri Sandeep Jain is interested in the resolution.

By Order of the Board

For Akums Drugs & Pharmaceuticals Ltd.

Company Secretary

Dharamvir Malik
(Company Secretary)

Place: Delhi
Date: 17.06.2022