NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth (20th) Annual General Meeting of the members of Akums Drugs & Pharmaceuticals Ltd. will be held on **Friday, the 31st May, 2024 at 02:00 P.M**. at Akums House Plot no. 131 to 133, Block-C, Mangolpuri Industrial Area, Phase-1, Delhi-110083, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended on 31st March, 2024 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 31st March 2024 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, 2024 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, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

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2. To appoint Shri Sandeep Jain (DIN: 00323476), who retires by rotation as a Managing Director, and, being eligible, offers himself for re-appointment:

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Sandeep Jain (DIN: 00323476), who retires by rotation at this meeting, be and is hereby re-appointed as a Managing Director, of the Company.

3. To re-appoint M/s Walker Chandiok & Co LLP, Chartered Accountants, as Statutory Auditor of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, approval of the shareholders be and is hereby accorded for re-appointment of Walker Chandiok & Co LLP, Chartered Accountants, having registration number 001076N/N500013, to act as Statutory Auditor of the Company for a period of five years from the conclusion of 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting to audit the financial statements for the Financial Year 2024-25 to 2028-29, at such remuneration to be decided by the Board of Directors or a person authorized by the Board, from time to time and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit of the Company.

SPECIAL BUSINESS:

4. APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2024-25.
To fix the remuneration of Cost Auditor for the financial year ending on March 31, 2025 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 pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions/statute as may be applicable from time to time, the Shareholders hereby ratify the remuneration of INR 2,50,000/- (Rupees Two Lakh and Fifty Thousand only) plus applicable taxes and out of pocket expenses payable to M/s. Balwinder & Associates, (Firm Registration No. 000201), Cost and Management Accountants, appointed as Cost Auditors of the Company for the Financial Year 2024-25.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

5. RECOMMENDATION OF FEES & COMPENSATION TO NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

To recommend the fees & compensation of Non-Executive Directors and Independent Directors of the Company 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 pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), or any amendment thereto or modification thereof, approval of the members of the Company be and is hereby accorded for payment of Fees/ compensation including sitting fee and any additional fees payable for membership of Board / committees; or any professional fee, commission or incentive payable to non-executive directors or otherwise as permissible under the applicable laws (excluding Goods and Services Tax, if any, thereon) to the Non-Executive Directors including Independent Directors of the Company (i.e. Directors other than the Managing Director and/or Whole Time Directors) of such sum or sums and in such proportion/manner and up to such extent for each financial year commencing on or after 1st April, 2024 as the Board of Directors shall determine from time to time based on the recommendation of Nomination and Remuneration Committee within the overall maximum limit as mentioned in the Act (read with Rules made thereunder), Listing Regulations and other applicable provisions of the Act and Rules made thereunder.

RESOLVED FURTHER that the remuneration/compensation by way of professional services or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) payable to the Non-Executive Director(s) including Independent Directors of the Company (i.e. Directors other than the Managing Director and/or Whole Time Directors) shall be in addition to the sitting fees and other reimbursement of expenses payable to each of them for participation in the Board, Committee and other meetings.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

6. TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE PROMOTERS/MEMBERS OF THE PROMOTER GROUP IN EXCESS OF THRESHOLD LIMITS SPECIFIED UNDER SEBI (LODR) REGULATIONS, 2015

To approve the remuneration to executive directors who are Promoters/Members of the promoter group more than threshold limits specified under SEBI (LODR) Regulations, 2015 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED AS SPECIAL RESOLUTION THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded for the continuation of payment of remuneration as per existing terms and conditions as approved by shareholders to Mr. Sanjeev Jain and Mr. Sandeep Jain, Managing Director(s) and members of the promoter group, at the Annual General Meeting held on June 30, 2023 or as reviewed by the Nomination & Remuneration Committee or Board of Directors of the Company in their respective meetings held on 4th May 2024 or including any amendments thereto during the tenure of their appointment, notwithstanding::

(i) annual remuneration to each of them exceeding Rs. 5 Crore or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or

(ii) their aggregate annual remuneration exceeding 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, till the expiry of their current term as such i.e. June 29, 2028.

Resolved Further That the Board of Directors be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this Resolution.

7. TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE NOT PROMOTERS OR MEMBERS OF THE PROMOTER GROUP IN EXCESS OF THRESHOLD LIMITS AS PER SEBI (LODR) REGULATIONS, 2015

To approve the remuneration to the executive director who is not Promoter or Member of the promoter group in excess of threshold limits as per SEBI (LODR) Regulations, 2015 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED AS SPECIAL RESOLUTION THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded for the continuation of payment of remuneration to Mr. Sanjay Sinha, Whole Time Director, who is not part of the promoter group, as approved by the Nomination & Remuneration Committee or Board of Directors of the Company in their respective meetings held on 4th May 2024 or including any amendments thereto during the tenure of his appointment, notwithstanding:

(iii) annual remuneration to each of them exceeding Rs. 5 Crore or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or

(iv) their aggregate annual remuneration exceeding 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, till the expiry of his current term.

Resolved further that the Board of Director be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this Resolution.

8. TO APPROVE THE REMUNERATION TO DIRECTORS IN EXCESS OF THE LIMITS AS PER THE COMPANIES ACT, 2013 IN CASE OF NO PROFIT / INEDEQUATE PROFIT

To approve the remuneration to directors in excess of threshold limits as per Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED AS SPECIAL RESOLUTION THAT in terms of the provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded to the continuation of payment of remuneration as per existing terms and conditions as approved by shareholders for Mr. Sanjeev Jain and Mr. Sandeep Jain, Managing Director(s) at the Annual General Meeting held on June 30, 2023 and Mr. Sanjay Sinha, Whole Time Director at the Extra-Ordinary General Meeting held on February 07th, 2024 or as reviewed by the Nomination & Remuneration Committee or Board of Directors of the Company in their respective meetings held on 4th May 2024 or including any amendments thereto during the tenure of their appointment, notwithstanding that such remuneration may exceed 5% (Individually) and 10% (Collectively) being the limit specified under the section 197 and Section II of Part II of Schedule V or any other provisions of the Companies Act, 2013 in case of the Company has inadequate profits/no profits in any financial year, during the currency of their tenure, as may be calculated as per the provisions of the Companies Act, 2013, till the expiry of their current term as such or up to 31st March 2027, whichever is earlier.

9. TO APPROVE THE BORROWING LIMITS UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013

To pass with or without modification the following Resolution as Special Resolution:

RESOLVED AS SPECIAL RESOLUTION THAT the pursuant to section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, the Board of Directors of the Company be and is hereby authorized to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company will exceed the aggregate of the paid-up capital of the Company and its free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business; provided that the total amount up to which moneys may be borrowed by the Board of Directors shall not exceed the sum of Rs. 3000 crore (Rupee Three Thousand Crore) over and above the aggregate of the paid-up capital and free reserves of the Company at any one time.

10. TO AUTHORIZE FOR SALE / LEASE / DISPOSAL OF PART OR WHOLE OF UNDERTAKING

To pass with or without modification the following Resolution as Special Resolution:

RESOLVED AS SPECIAL RESOLUTION THAT pursuant to section 180 (1) (a) of the Companies Act, 2013, the Board of Directors be and is hereby authorized to sell, lease, deal, negotiate, charge, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking of the Company and/or whole or substantially the whole of its other undertaking(s); both present & future and wherever situated, to any person, authority, financial institution, bank, Limited Liability Partnership or anybody corporate and for that purpose to sign, seal, deliver such instruments, assignments, contracts, deeds, conveyance or any other instrument that may be considered necessary, usual or proper for the charge, lease, mortgage or other wise of disposal, which according to the Directors may be considered beneficial and convenient for the Company.

11. TO APPROVE THE LIMITS OF MATERIAL RELATED PARTY TRANSACTIONS WITH PURE AND CURE HEALTHCARE PVT. LTD.

To approve the limits of material related party transactions with Pure and Cure Healthcare Private Limited, 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 pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (Act) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and Their Materiality and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Pure and Cure Healthcare Pvt. Ltd. a related party of the Company, to facilitate various transactions including (i) Giving of loan and its repayment; (ii) Sales/ Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/ Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred, and any other transactions as more particularly set out in the explanatory statement for Item No.11 to this Notice of 20th Annual General Meeting, for an amount not exceeding in the aggregate Rs. 30,00,00,00,000/- (Rupees Three Thousand Crore only), provided that the said transactions are entered into/ carried out on arm's length basis in ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

RESOLVED FURTHER THATthe Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

12. TO APPROVE THE LIMITS OF MATERIAL RELATED PARTY TRANSACTIONS WITH AKUMS HEALTHCARE LTD.

To approve the limits of material related party transactions with Akums Healthcare Limited, 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 pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (Act) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and Their Materiality and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Akums Healthcare Limited a related party of the Company, to facilitate various transactions including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/ Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred, and any other transactions as more particularly set out in the explanatory statement for Item No. 12 to this Notice of 20th Annual General Meeting, for an amount not exceeding in the aggregate Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis in ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

13. TO APPROVE THE LIMITS OF MATERIAL RELATED PARTY TRANSACTIONS WITH MALIK LIFESCIENCES PRIVATE LIMITED

To approve the limits of material related party transactions with Malik Lifesciences Private Limited, 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 pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (Act) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and Their Materiality and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Malik Lifesciences Private Limited a related party of the Company, to facilitate various transactions including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred, and any other transactions as more particularly set out in the explanatory statement for Item No. 13 to this Notice of 20th Annual General Meeting, for an amount not exceeding in the aggregate Rs. 15,00,00,00,000/- (Rupees Fifteen Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis in ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

14. TO APPROVE THE LIMITS OF MATERIAL RELATED PARTY TRANSACTIONS WITH MAXCURE NUTRAVEDIC LIMITED

To approve the limits of material related party transactions with Maxcure Nutravedic Limited, 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 pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (Act) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and Their Materiality and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Maxcure Nutravedic Limited a related party of the Company, to facilitate various transactions including (i) Giving of loan and its repayment; (ii) Sales/ Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/ Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred, and any other transactions as more particularly set out in the explanatory statement for Item No. 14 to this Notice of 20th Annual General Meeting, for an amount not exceeding in the aggregate Rs. 25,00,00,00,000/- (Rupees Twenty Five Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis in ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

15. TO APPROVE THE LIMITS OF MATERIAL RELATED PARTY TRANSACTIONS WITH UNOSOURCE PHARMA LIMITED

To approve the limits of material related party transactions with Unosource Pharma Limited, 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 pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (Act) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and Their Materiality and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Unosource Pharma Limited a related party of the Company, to facilitate various transactions including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred, and any other transactions as more particularly set out in the explanatory statement for Item No. 15 to this Notice of 20th Annual General Meeting, for an amount not exceeding in the aggregate Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis in ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

16. TO APPROVE THE LIMITS OF MATERIAL RELATED PARTY TRANSACTIONS WITH QUALYMED PHARMA PRIVATE LIMITED

To approve the limits of material related party transactions with Qualymed Pharma Private Limited, 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 pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (Act) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and Their Materiality and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Qualymed Pharma Private Limited a related party of the Company, to facilitate various transactions including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/ Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred, and any other transactions as more particularly set out in the explanatory statement for Item No. 16 to this Notice of 20th Annual General Meeting, for an amount not exceeding in the aggregate Rs. 700,00,00,000/- (Rupees Seven Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis in ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

17. TO APPROVE THE LIMITS OF MATERIAL RELATED PARTY TRANSACTIONS WITH AKUMENTIS HEALTHCARE LIMITED

To approve the limits of material related party transactions with Akumentis Healthcare Limited, 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 pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (Act) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and Their Materiality and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Akumentis Healthcare Limited a related party of the Company, to facilitate various transactions including (i) Giving of loan and its repayment; (ii) Sales/ Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/ Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred, and any other transactions as more particularly set out in the explanatory statement for Item No. 17 to this Notice of 20th Annual General Meeting, for an amount not exceeding in the aggregate Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis in ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

18. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To approve adoption of new set of articles of association due to waiver of buy-back right by Ruby QC Investment Holdings Pte. Ltd., and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions, if any, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, subject to the necessary approvals required, of the shareholders of the Company and that of the Registrar of Companies, Delhi and Haryana, at New Delhi (RoC), and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the RoC, and the Securities and Exchange Board of India and stock exchanges in connection with listing of equity shares, and the Amendment Agreement, in accordance with the enabling provisions of the memorandum and articles of association and subject to the applicable provisions of any other applicable law the set of existing Articles of Association, as placed before the shareholders of the Company be and is hereby substituted with the amended set of Articles of Association placed before the shareholders of the Company and the same be approved and be adopted as Articles of Association, in total exclusion and substitution of the existing Articles of Association.

RESOLVED FURTHER THAT any of the directors, chief financial officer, company secretary of the Company, and such other persons as may be authorised by the board of directors of the Company be and are hereby jointly and severally authorised to issue certified true copies of these resolutions and the same may be forwarded to concerned authorities for necessary action and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies.

Place : Delhi

By Order of the Board of Directos

Date : 31.05.2024

Dharamvir Malik
Company Secretary & Compliance OfficeR

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto at Annexure to the Notice and forms integral part of this notice.

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. The proxies to be effective should be deposited at the Registered Office of the Company duly completed & signed, not less than 48 hours before the commencement of the meeting.

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.

4. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.

5. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.

6 Further, pursuant to the proviso to the Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address & mobile no. with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID & mobile no. to the Company.

7. Additional information pursuant to Secretarial Standard for General Meeting (SS-2) in respect of Directors recommended for appointment is annexed with this AGM Notice.

EXPLANATORY STATEMENT(S)

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

ITEM NO. 4:

APPROVAL OF REMUNERATION OF COST AUDITOR FOR F.Y. 2024-25

The Board of Directors at its meeting held on 31.05.2024 had appointed M/s. Balwinder & Associates to conduct the Audit of Cost Records of the Company for the F.Y. 2024-25.

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 ratified by the members of the Company. Accordingly, approval of the members is sought for ratification of the remuneration of the Cost Auditors for the financial year ending March 31, 2025.

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 an ordinary resolution.

ITEM NO. 5:

RECOMMENDATION OF FEES & COMPENSATION TO NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

In terms of provisions contained in Section 197 of the Companies Act, 2013 (the Act), a company by way of an Ordinary Resolution in general meeting may authorise payment of remuneration/compensation to Non- Executive Directors (including Independent Directors), a sum not exceeding 1% (one percent) of the Net Profits of such company, if there is a Managing or Whole-Time Director or Manager. Further, as per Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment thereto or modification thereof (Listing Regulations), the Board of Directors shall recommend all fees (save and except payment of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purposes whatsoever as may be decided by the Board of Directors within the limits as prescribed under Section 197(5) of the Act) or compensation, if any, paid to Non-Executive Directors including Independent Directors and the same shall require approval of shareholders in general meeting.

At present, save and except for the fees including sitting fee for participating in the meetings of the Board of Directors and Committees thereof and any additional fees payable for membership of Board /committees; or any professional fee, commission, incentive or otherwise as permissible under the applicable laws, the Company does not pay any remuneration/ compensation to Non-Executive Directors including Independent Directors. The Non-Executive Directors including Independent Directors of your Company bring with them significant professional expertise and rich experience across wide spectrum of functional areas and the role played by the Non-Executive Directors including Independent Directors in the Company's governance and performance is very important for growth of the Company.

Accordingly, the Board of Directors of the Company at its meeting held on 04th May, 2024 recommended for the approval of the members, payment of remuneration/compensation by way of sitting fee for participating in the meetings of the Board of Directors and Committees thereof and any additional fees payable for membership of Board /committees; or any professional fee, commission, incentive or otherwise as permissible under the applicable laws to Non-Executive Directors including Independent Directors of the Company for all financial years commencing from 01 April, 2024. The amount of remuneration/ compensation payable to the Non-Executive Directors shall be determined by the Board of Directors for each financial year commencing from 1st April, 2024 based on the recommendation of the Nomination and Remuneration Committee.

The remuneration/compensation by way of sitting fee for participating in the meetings of the Board of Directors and Committees thereof and any additional fees payable for membership of Board / committees; or any professional fee, commission, incentive or otherwise as permissible under the applicable laws (excluding Goods and Services Tax, if any, thereon) as above, shall be paid in such proportion/manner and up to such extent amongst all or some Non-Executive Directors as the Board of Directors determine from time to time within the overall maximum limit as mentioned in the Act (read with Rules made thereunder), Listing Regulations and other applicable provisions of the Act and Rules made thereunder.

All the Non-Executive Directors including Independent Directors are concerned or interested in the Resolution as set out at Item No. 5 of the Notice.

None of the Executive/Nominee 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. 6:

TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE PROMOTERS/MEMBERS OF THE PROMOTER GROUP IN EXCESS OF THRESHOLD LIMITS AS PER SEBI (LODR) REGULATIONS, 2015

Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, read with statutory amendments, specifies that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(i) the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or

(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

At present, at the Board of Directors of the Company, there are two executive directors, Mr. Sanjeev Jain and Mr. Sandeep Jain, Managing Director(s), who are also promoters/member of promoter group. The shareholders have approved remuneration payable to them within the limits as prescribed at that time as per Companies Act, 2013, while approving their appointment on June 30, 2023, which is in excess of the prescribed threshold limits of SEBI (LODR) Regulations, 2015. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of aforesaid Executive Directors including remuneration payable to them till the expiry of their respective term i.e. June 29, 2028 in order to comply with the above mentioned Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The Board of Directors in their meeting held on 4th May 2024 had approved payment of fixed remuneration of INR 6.00 Cr. p.a. to each of Mr. Sanjeev Jain & Mr. Sandeep Jain, Managing Directors of the Company and a variable pay @ 0.40% (point four zero percentage) of the consolidated operating earnings before interest, tax & depreciation (operating EBITDA) from financial year 2024-25 and onwards.

The Board approved the above proposal after considering the valuable contributions of Managing Directors in the business growth of the Company and remuneration prevalent for the similar positions in the industry.

The Board recommends the special resolution set out at Item No. 6 of the Notice for approval by the Members.

Except Mr. Sanjeev Jain and Mr. Sandeep Jain, Managing Director(s) and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

ITEM NO. 7:
TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTOR(S) WHO ARE NOT PROMOTERS OR MEMBERS OF THE PROMOTER GROUP IN EXCESS OF THRESHOLD LIMITS AS PER SEBI (LODR) REGULATIONS, 2015

Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, read with statutory amendments, specifies that the fees or compensation payable to executive directors, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(i) the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or

(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

At present, at the Board of Directors of the Company, there are three executive directors Mr. Sanjeev Jain and Mr. Sandeep Jain Managing Director(s), who are also promoters/member of promoter group and Mr. Sanjay Sinha, whole time director but not part of promoter group. Proposal for remuneration of executive directors who are part of promoters group is being placed before shareholders separately. Whereas in item no. 7 proposal for remuneration of Mr. Sanjay Sinha, who is whole time director of the Company is being placed before shareholders, which is in excess of the prescribed threshold limits of SEBI (LODR) Regulations, 2015. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of aforesaid Executive Director including remuneration payable to him till the expiry of his term in order to comply with the Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The Board recommends the special resolution set out at Item No. 7 of the Notice for approval by the Members.

Except Mr. Sanjay Sinha, none of the other Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

ITEM NO. 8:
TO APPROVE THE REMUNERATION TO DIRECTORS IN EXCESS OF THE LIMITS AS PER THE COMPANIES ACT, 2013 IN CASE OF NO PROFIT / INEDEQUATE PROFIT

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors and managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee in excess of the limits as provided under table A of Section II of Part II of Schedule V of the Companies Act, 2013,.

At present, at the Board of Directors of the Company, there are two executive directors Mr. Sanjeev Jain and Mr. Sandeep Jain Managing Director(s), who are also promoters/member of promoter group and one whole time director i.e. Mr. Sanjay Sinha. The shareholders have approved remuneration payable to Mr. Sanjeev Jain, Mr. Sandeep Jain and Mr. Sanjay Sinha within the limits as prescribed as per Companies Act, 2013 & schedules thereto, while approving their appointment on June 30, 2023, (for Mr. Sanjeev Jain & Mr. Sandeep Jain) and on February 07, 2024, (for Mr. Sanjay Sinha).

Further, the Board of Directors in their meeting held on 4th May 2024 based on the recommendation of Nomination & Remuneration Committee had approved payment of fixed remuneration of INR 6.00 Cr. p.a. to each of Mr. Sanjeev Jain & Mr. Sandeep Jain, Managing Directors of the Company and a variable pay @ 0.40% (point four zero percentage) of the consolidated operating earnings before interest, tax & depreciation (operating EBITDA) from financial year 2024-25 and onwards. In the same board meeting, based on the recommendation of Nomination & Remuneration Committee, the board also approved payment of fixed remuneration of up to INR 1.50 Cr. to Mr. Sanjay Sinha, Whole Time Director of the Company for the financial year 2024-25 and onwards.

There is a requirement of the approval of shareholders by way of passing special resolution, for continuation of payment of remuneration as per existing terms and conditions or any further increments in the remuneration or fees to Mr. Sanjeev Jain & Mr. Sandeep Jain, Managing Director(s), and Mr. Sanjay Sinha, Whole Time Director as reviewed by the Nomination & Remuneration Committee or Board of Directors of the Company in their respective meetings held on 4th May 2024 or including any amendments thereto during the tenure of their appointment or up to 31st March, 2027, whichever is earlier, in excess of the limits mentioned under table A of Section II of Part II of Schedule V or any other provisions of the Companies Act, 2013 in case of the Company has inadequate profits/no profits in any financial year, during the currency of their tenure, as may be calculated as per the provisions of the Companies Act, 2013.

The details of remuneration payable to Mr. Sanjeev Jain and Mr. Sandeep Jain, Managing Director(s), for the period April 01 2024 to March 31, 2025 despite inadequacy or absence of profits will be as under:

1. Fixed Salary	INR 6,00,00,000 each per annum
2. Variable Pay	0.40% (point four zero percentage) of the consolidated operating earnings before interest, tax & depreciation (operating EBITDA)
3. Long Term Incentive Payment	N.A.
4. Reimbursement	
i. Gas / Electricity / Water	As per Actual
ii. Medical Reimbursement	As per Actual
iii. Car with Driver, Mobile / Telephone	As per Actual
iv. Gratuity & Leave Encashment	As per Actual
v. Leave, LTA & other benefits available to other employees	As per Actual
vi. Membership fee for Industry Associations / clubs	As per Actual
vii. Company contribution to provident fund, superannuation fund, Wannuity fund	As per Actual

Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Managing Director and as may be permitted and approved by the Board of Directors to be paid to the Managing Director and shall be valued as per Income Tax Act & Rules,as amended from time to time.

The details of remuneration payable to Mr. Sanjay Sinha, Whole Time Director, for the period April 01 2024 to March 31, 2025 despite inadequacy or absence of profits will be as under:

1. Fixed Salary	INR 1,50,00,000 each per annum
2. Variable Pay	N.A.
3. Long Term Incentive Payment	N.A.

Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Whole Time Director and as may be permitted and approved by the Board of Directors to be paid to the Whole Time Director and shall be valued as per Income Tax Act & Rules, as amended from time to time.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 during the tenure of their appointment or up to 31st March, 2027, whichever is earlier, Mr. Sanjeev Jain & Mr. Sandeep Jain, Managing Director(s), and Mr. Sanjay Sinha, Whole Time Director, shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board or Nomination & Remuneration Committee from time to time.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.8 is annexed hereto.

The Board approved the above proposal after considering the valuable contributions of Managing Directors in the business growth of the Company and remuneration prevalent for the similar positions & similar size of Companies in the Pharma or other Industry.

The Board recommends the special resolution set out at Item No. 8 of the Notice for approval by the Members.

Except Mr. Sanjeev Jain, Mr. Sandeep Jain, Managing Director(s), and Mr. Sanjay Sinha, Whole Time Director, and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Sanjeev Jain, Mr. Sandeep Jain and Mr. Sanjay Sinha (Item No.8 of Notice)

1. GENERAL INFORMATION:

1.Nature of industry	Pharmaceutical Industry (Manufacturing of Pharmaceutical Products)
2.Date or expected date of commencement of commercial production	The production was already commenced since 2004.
3.In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4. Financial performance based on given indicators	In the F.Y. 2023-24 the consolidated turnover of the Company was Rs. 4,178 Crore
5. Foreign Investments or collaborations, if any	Currently Ruby QC Investment Holdings Pte. Ltd. holds 15.09 % Equity Shares in the Company.

2. INFORMATION ABOUT THE DIRECTORS:

Particulars	Shri Sanjeev Jain	Shri Sandeep Jain	Shri Sanjay Sinha
DIN	00323433	00323476	03627342
Date of Birth	11/04/1966	05/08/1967	01/11/1958
Date of first appointment at the Board	19/04/2004	19/04/2004	17/01/2024
Brief Resume, Age & Nature of expertise in specific functional areas	Shri Sanjeev Jain, a Promoter and Managing Director of the company, has more than 37 years of experience in the field of sales and marketing of pharmaceuticals. Shri Sanjeev Jain is a member of the Indian Drug Manufacturers Association (IDMA), With his able leadership & vision, Akums has achieved new heights. The pharmaceutical industry identifies him as a visionary leader & mentor who has achieved many milestones envisioning a future while treating each milestone as a ladder to reach for more.	Shri Sandeep Jain, a Promoter and Managing Director of the company, is a self-made industrialist with more than 37 years of experience in the field of pharmaceuticals, especially the production, quality assurance and project management. Shri Sandeep Jain had been a sitting member of the Managing Committee of the PHD Chamber of commerce and industry and actively associated with many trade and commercial organizations. He has been instrumental in setting up state-of-the-art manufacturing facilities.	Prior to appointment as whole-time director, Mr. Sanjay Sinha had been working with the Company a s President – Operations and looking after manufacturing process and quality thereof. He is an expert, for the last 38 years, in the domain of plant operations, quality compliance and safety, project management, supply chain and inventory control. He has previously worked with various pharma companies such as Ipca Laboratories Ltd, Cadila Pharma, Femicare Laboratories, Dr. Morepen, Medreich and Ranbaxy.
Relationship with other Directors & KMPs	Shri Sanjeev Jain is the brother of Shri Sandeep Jain	Shri Sandeep Jain is the brother of Shri Sanjeev Jain	N.A.
Directorship held in other companies*	Welcure Pharmaceuticals Pvt. Ltd. Akums Foundation	Welcure Pharmaceuticals Pvt. Ltd. Akums Foundation	N.A.
Membership / Chairmanship of Committee of other companies	None	None	None
Terms & conditions of appointment / re-appointment & remuneration sought to be paid / last drawn	As per the details mentioned i n the explanatory statement	As per the details mentioned in the explanatory statement	As per the details mentioned in the explanatory statement

*(excluding foreign companies)

3. OTHER INFORMATION:

1. Reasons of loss or inadequate profits	Below expected business performance of certain business verticals of the Company.
2. Steps taken or proposed to be taken for improvement	The required actions to bring these business verticals up to their true potentials are being taken
3. Expected increase in productivity and profits in measurable terms	N.A.

4.OTHER DISCLOSURES:
Necessary disclosures have been made in the Directors' Report under the heading Corporate Governance included in the Corporate Governance Report.

ITEM NO. 9
In order to execute its business plans, the company might have to raise loans from banks, financial institutions, other company(ies) or other persons.

As per section 179(3) of the Companies Act, 2013 and other applicable provision(s) of the Companies Act, 2013; power to borrow moneys could be exercised by the Board of Directors by means of the resolution passed at the Board meeting.

However, in terms of section 180(1)(c) of the Companies Act, 2013; the Board of Directors of a company, shall not except with the consent of the company by a Special Resolution in general meeting, borrow moneys, where the moneys to be borrowed, together with the moneys already borrowed by the company will exceed the aggregate of the paid-up capital of the company and its free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The company has a paid-up capital of Rs. 28,61,28,700; and the expansion plans and funds requirement shall be very high. Therefore, it would be necessary to get an approval of the shareholders for borrowing money up to a limit of Rs. 3,000 Crore (Rupees Three Thousand Crore) over & above the paid up capital and free reserves at any point of time.

The Board of Directors recommends the Resolutions as set out at Item No. 9 of the accompanying Notice for approval of the Members of the Company. This resolution is an enabling resolution and is being proposed to give adequate flexibility and discretion to the Board of Directors to undertake the matters as set out therein. The information as per Section 102(1)(a) and (b) are disclosed below:

• None of the Directors or Key Managerial Personnel or their relative may be deemed to be concerned or interested in said resolution.

• All information and facts enabling the members to understand the meaning, scope and implication of the item of business have been stated herein above.

• Relevant documents related to the resolution are open for inspection by the members at the meeting venue.

The Board of Directors of the company recommends the resolution as set out at Item No.9 in the accompanying Notice for approval of the members.

ITEM NO. 10

The provisions of Section 180 (1) (a) the Companies Act, 2013 provides that the Board of Directors of Company may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, with the consent of the Shareholders of Company by special resolution.

Consent of Shareholders under Section 180(1)(a) of the Companies Act, 2013, has, therefore been sought, to authorize the Board of Directors to sell, lease, deal, negotiate, create charge, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking of the company and/or whole or substantially the whole of its other undertaking(s).

The Board of Directors recommends the Resolutions as set out at Item No. 10 of the accompanying Notice for approval of the Members of the Company. This resolution is an enabling resolution and is being proposed to give adequate flexibility and discretion to the Board of Directors to undertake the matters as set out therein.

None of the Directors or Key Managerial Personnel or their relative may be deemed to be concerned or interested in said resolution. All information and facts enabling the members to understand the meaning, scope and implication of the item of business have been stated herein above.

The Board of Directors of the company recommends the resolution as set out at Item No.10 in the accompanying Notice for approval of the members.

ITEMS NO 11, 12, 13, 14, 15, 16 AND 17 :Approval of limit for material related party transaction

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's "Policy on Related Party Transactions and their Materiality" of the Company ("the Policy"), "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the Company ("material related party limit"). In order to enter into these material related party transactions, the Company need prior approval of Shareholders.

Pure & Cure Healthcare Private Limited, Akums Healthcare Limited, Malik Lifesciences Private Limited, Maxcure Nutravedic Limited, Unosource Pharma Limited, Qualymed Pharma Private Limited and Akumentis Healthcare Ltd. are some of the subsidiaries/related parties of the Company wherein related party transaction are required to be executed on regular basis. Accordingly, the resolutions set out in Item No. 11 to 17 require approval of the members of the Company through the ordinary resolutions.

A. Items no 11.- Material Related Party Transaction Limits with Pure and Cure Healthcare Private Limited (P&C); Background, details and benefits of the transaction

AKUMS Drugs & Pharmaceuticals Limited (ADPL) is engaged in the business of contract manufacturing of pharmaceutical products and sell a large variety of pharmaceutical formulations in the form of tablets, capsules, dry syrups, liquid orals, injectables etc. to various multinationals, and large and medium-sized pharmaceutical companies under their brand names.

Further, Pure and Cure Healthcare Private Limited (P&C) is also engaged in the business of contract manufacturing of pharmaceutical products and sell pharmaceutical products to various multinationals, and large and medium-sized pharmaceutical companies under their brand names and has to buy and sell raw materials, packing materials etc.

ADPL, in the ordinary course of business and at an arm's length price, enters into various transactions with P&C (the wholly owned subsidiary), being related party to the Company for providing and availing various services [including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred] for an amount not exceeding in the aggregate Rs. 30,00,00,00,000/- (Rupees Three Thousand Crore only), provided that the said transactions are entered into/ carried out on arm's length basis and in ordinary course of business on such terms and conditions as may be considered appropriate and these transactions are continuous in nature and are not for a specific period.

Being P&C, a wholly owned subsidiary of ADPL, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

It is to inform that most of the proposed related party transactions like purchase and sale of goods, sale and purchase of services, payment of rent, remuneration, interest and loans etc. are of repetitive in nature, in ordinary course of business; and the management confirmed that all such transactions will be on arm's length basis and in ordinary course of business.

Further, the limit of material related party transactions sought was based on previous years' similar transaction, the budget estimates of current year, capex and cash flow requirements of entities and likely future contingencies; and are in accordance with policy for related party transactions.

Details of the proposed transactions of the Company with P&C, being a wholly owned subsidiary/related party of ADPL, are as follows:

Description	Details
1. A summary of detailed information	
a. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Pure & Cure Healthcare Pvt. Ltd. is a wholly owned subsidiary Company of ADPL
b. Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Nand Lal Kalra is an Independent Director on both the Boards.

Description	Details
c. Nature, material terms, monetary value and particulars of contracts or arrangement	ADPL has an on-going arrangement with P&C in terms of Section 188 (1) of the Companies Act 2013, as the ADPL is required for entering into any contract or arrangement with P&C in respect of (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred etc. **In terms of the arrangements, for sale and purchase transaction, the parties shall enter into an agreement the terms of which shall include:-** i) Goods are manufactured as per Drugs & Cosmetics Act, 1940 and shall meet the quality standards laid down therein. ii) The prices are mutually agreed from time to time; and are exclusive of CST, Excise and other taxes. iii) Purchase order must be placed at least 60 days in advance of date of delivery. iv) The Company which manufactures the goods shall be responsible for manufacturing quality and the Company to which the goods manufactured are supplied shall be responsible for their storage, transportation to desired destination including obtaining in-transit insurance etc.
d. Tenure of the transaction	The tenure of the Agreement between ADPL and P&C is valid till FY 2027-28. However, approval of the Members is being sought for Material RPTs for FY 2024-25.

e. Value of the proposed Transaction	Nature of Transactions	**Existing/ Proposed**	**Est. Value during F.Y. 2024-25.**
	(i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred	All transactions are existing in nature	Rs. 3,000 Crore

F. Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	Percentage to Rs 3,000 Cr. with annual consolidated turnover for FY 2023-24 of ADPL is approx. 72%.
2. Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 11

Description	Details	
3. **Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:**	(i) Details of the source of funds in connection with the proposed transaction (ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure (iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(i) Internal accruals or banking facilities (ii) The Company may require to utilize its banking facilities. - WCDL - As per prevailing market rates - As per the agreements b/w the parties (iii) Following are the terms as per the loan agreement executed between the Parties: - Amount shall be agreed between the parties. -Loan may be disbursed in tranches as per the requirement of borrower from time to time. - ADPL shall charge interest on the loan amount advanced to the borrower at a rate as may be agreed from time to time, which however shall not be less than the prevailing yield of Government Securities closet to the tenor of the loan & Akums own borrowing cost. - Purpose of the loan is to meet capital expenses, working capital expenses and other general corporate expenses of the Borrower. - The principal amount of the loan facility is repayable within a period of five years. There will be no repayment of loan during first two years, being gestation period. Though interest portion of the loan facility shall be paid on yearly basis. (iv) To meet the working capital requirements of the P&C.
4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder		**Not Applicable:** As there is no valuation or other external report has been generated for such transactions.
5. Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.		Percentage is 180% approx.

Description	Details
c. Nature, material terms, monetary value and particulars of contracts or arrangement	ADPL has an on-going arrangement with P&C in terms of Section 188 (1) of the Companies Act 2013, as the ADPL is required for entering into any contract or arrangement with P&C in respect of (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred etc. **In terms of the arrangements, for sale and purchase transaction, the parties shall enter into an agreement the terms of which shall include:-** i) Goods are manufactured as per Drugs & Cosmetics Act, 1940 and shall meet the quality standards laid down therein. ii) The prices are mutually agreed from time to time; and are exclusive of CST, Excise and other taxes. iii) Purchase order must be placed at least 60 days in advance of date of delivery. iv) The Company which manufactures the goods shall be responsible for manufacturing quality and the Company to which the goods manufactured are supplied shall be responsible for their storage, transportation to desired destination including obtaining in-transit insurance etc.
d. Tenure of the transaction	The tenure of the Agreement between ADPL and P&C is valid till FY 2027-28. However, approval of the Members is being sought for Material RPTs for FY 2024-25.
e. Value of the proposed Transaction	Nature of Transactions (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred **Existing/ Proposed**: All transactions are existing in nature **Est. Value during F.Y. 2024-25.**: Rs. 3,000 Crore
F. Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	Percentage to Rs 3,000 Cr. with annual consolidated turnover for FY 2023-24 of ADPL is approx. 72%.
2. Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 11

Description	Details	
3. **Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:**	(i) Details of the source of funds in connection with the proposed transaction (ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure (iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(i) Internal accruals or banking facilities (ii) The Company may require to utilize its banking facilities. - WCDL - As per prevailing market rates - As per the agreements b/w the parties (iii) Following are the terms as per the loan agreement executed between the Parties: - Amount shall be agreed between the parties. -Loan may be disbursed in tranches as per the requirement of borrower from time to time. - ADPL shall charge interest on the loan amount advanced to the borrower at a rate as may be agreed from time to time, which however shall not be less than the prevailing yield of Government Securities closet to the tenor of the loan & Akums own borrowing cost. - Purpose of the loan is to meet capital expenses, working capital expenses and other general corporate expenses of the Borrower. - The principal amount of the loan facility is repayable within a period of five years. There will be no repayment of loan during first two years, being gestation period. Though interest portion of the loan facility shall be paid on yearly basis. (iv) To meet the working capital requirements of the P&C.
4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder		**Not Applicable:** As there is no valuation or other external report has been generated for such transactions.
5. Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.		Percentage is 180% approx.
6. Any other information that may be relevant		All important information forms part of the statement setting out material facts of the proposed RPTs

B. Items no 12.- Material Related Party Transaction Limits with Akums Healthcare Limited; Background, details and benefits of the transaction

AKUMS Drugs & Pharmaceuticals Limited (ADPL) is engaged in the business of contract manufacturing of pharmaceutical products and sells a large variety of pharmaceutical formulations in the form of tablets, capsules, dry syrups, liquid orals, injectables etc. to various multinationals, and large and medium-sized pharmaceutical companies under their brand names.

Further, Akums Healthcare Limited (AHL) is also engaged in the business of contract manufacturing of pharmaceutical products and sells pharmaceutical products to various multinationals, and large and medium-sized pharmaceutical companies under their brand names and has to buy and sell raw materials, packing materials etc.

ADPL, in the ordinary course of business and at an arm's length price, enters into various transactions with AHL (the wholly owned subsidiary), being related party to the Company for providing and availing various services [including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/ Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred] for an amount not exceeding in the aggregate Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis and in ordinary course of business on such terms and conditions as may be considered appropriate and these transactions are continuous in nature and are not for a specific period.

AHL, being a wholly owned subsidiary of ADPL, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

It is to inform that most of the proposed related party transactions like purchase and sale of goods, sale and purchase of services, payment of rent, remuneration, interest and loans etc. are of repetitive in nature, in ordinary course of business; and the management confirmed that all such transactions will be on arm's length basis and in ordinary course of business.

Further, the limit of material related party transactions sought was based on previous years' similar transaction, the budget estimates of current year, capex and cash flow requirements of entities and likely future contingencies; and are in accordance with policy for related party transactions.

Details of the proposed transactions of the Company with AHL, being a wholly owned subsidiary/related party of ADPL, are as follows:

Description	Details
1. A summary of detailed information	
a. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	AHL is a wholly owned subsidiary Company of ADPL
b. Name of the director or key managerial personnel who is related, if any and nature of relationship	N.A.
c. Nature, material terms, monetary value and particulars of contracts or arrangement	ADPL has an on-going arrangement with AHL in terms of Section 188(1) of the Companies Act 2013, as the ADPL is required for entering into any contract or arrangement with AHL in respect of (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred etc. In terms of the arrangements, for sale and purchase transaction, the parties shall enter into an agreement the terms of which shall include:- i) Goods are manufactured as per Drugs & Cosmetics Act, 1940 and shall meet the quality standards laid down therein. ii) The prices are mutually agreed from time to time; and are exclusive of CST, Excise and other taxes. iii) Purchase order must be placed at least 60 days in advance of date of delivery. iv) The Company which manufactures the goods shall be responsible for manufacturing quality and the Company to which the goods manufactured are supplied shall be responsible for their storage, transportation to desired destination including obtaining in-transit insurance etc.
d.Tenure of the transaction	The tenure of the Agreement between ADPL and AHL is valid till FY 27-28. However, approval of the Members is being sought for Material RPTs for FY 24-25.
e. Value of the proposed Transaction	NATURE OF TRANSACTIONS: (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred EXISTING/ PROPOSED: All transactions are existing in nature EST. VALUE DURING F.Y. 2024-25.: RS. 500 CRORE
f. Percentage of annual consolidated turnover considering FY 23-24 as the immediately preceding financial year	Percentage to Rs 500 Cr. with annual consolidated turnover for FY 23-24 of ADPL is approx. 12%.
2.Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 12

Description	Details
3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i) details of the source of funds in connection with the proposed transaction (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(i) Internal accruals or banking facilities (ii) The Company may require to utilize its banking facilities. - WCDL - As per prevailing market rates - As per the agreements b/w the parties (iii) Following are the terms as per the loan agreement executed between the Parties: - Amount shall be agreed between the parties. -Loan may be disbursed in tranches as per the requirement of borrower from time to time. -ADPL shall charge interest on the loan amount advanced to the borrower at a rate as may be agreed from time to time, which however shall not be less than the prevailing yield of Government Securities closet to the tenor of the loan & Akums own borrowing cost. (Currently 8.5% p.a.) -Purpose of the loan is to meet capital expenses, working capital expenses and other general corporate expenses of the Borrower. -The principal amount of the loan facility is repayable within a period of five years. There will be no repayment of loan during first two years, being gestation period. Though interest portion of the loan facility shall be paid on yearly basis. (iv) To meet the working capital requirements of the borrower.
4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	**Not Applicable**: As there is no valuation or other external report has been generated for such transactions.
5. Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Percentage is 2703% approx.
6. Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs

C. Items no 13.- Material related Party Transaction Limits with Malik Lifesciences Private Limited; Background, details and benefits of the transaction

AKUMS Drugs & Pharmaceuticals Limited (ADPL) is engaged in the business of contract manufacturing of pharmaceutical products and sells a large variety of pharmaceutical formulations in the form of tablets, capsules, dry syrups, liquid orals, injectables etc. to various multinationals, and large and medium-sized pharmaceutical companies under their brand names.

Further, Malik Lifesciences Private Limited (Malik) is also engaged in the business of contract manufacturing of pharmaceutical products and sells pharmaceutical products to various multinationals, and large and medium-sized pharmaceutical companies under their brand names and has to buy and sell raw materials, packing materials etc.

ADPL, in the ordinary course of business and at an arm's length price, enters into various transactions with Malik (the wholly owned subsidiary), being related party to the Company for providing and availing various services [including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred] for an amount not exceeding in the aggregate Rs. 15,00,00,00,000/- (Rupees Fifteen Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis and in ordinary course of business on such terms and conditions as may be considered appropriate and these transactions are continuous in nature and are not for a specific period.

Being Malik, a wholly owned subsidiary of ADPL, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

It is to inform that most of the proposed related party transactions like purchase and sale of goods, sale and purchase of services, payment of rent, remuneration, interest and loans etc. are of repetitive in nature, in ordinary course of business; and the management confirmed that all such transactions will be on arm's length basis and in ordinary course of business.

Further, the limit of material related party transactions sought was based on previous years' similar transaction, the budget estimates of current year, capex and cash flow requirements of entities and likely future contingencies; and are in accordance with policy for related party transactions.

Details of the proposed transactions of the Company with Malik, being a wholly owned subsidiary/related party of ADPL, are as follows:

Description	Details
1. A summary of detailed information	
a.Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Malik is a wholly owned subsidiary Company of ADPL
b. Name of the director or key managerial personnel who is related, if any and nature of relationship	N.A.

D. Items no 14.- Material Related Party Transaction Limits with Maxcure Nutravedics Limited; Background, details and benefits of the transaction

AKUMS Drugs & Pharmaceuticals Limited (ADPL) is engaged in the business of contract manufacturing of pharmaceutical products and sells a large variety of pharmaceutical formulations in the form of tablets, capsules, dry syrups, liquid orals, injectables etc. to various multinationals, and large and medium-sized pharmaceutical companies under their brand names.

Further, Maxcure Nutravedics Limited (MNL) is also engaged in the business of contract manufacturing of pharmaceutical products and sells pharmaceutical products to various multinationals, and large and medium-sized pharmaceutical companies under their brand names and has to buy and sell raw materials, packing materials etc.

ADPL, in the ordinary course of business and at an arm's length price, enters into various transactions with MNL (the wholly owned subsidiary), being related party to the Company for providing and availing various services [including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred] for an amount not exceeding in the aggregate Rs. 25,00,00,00,000/- (Rupees Twenty Five Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis and in ordinary course of business on such terms and conditions as may be considered appropriate and these transactions are continuous in nature and are not for a specific period.

Being MNL, a wholly owned subsidiary of ADPL, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

It is to inform that most of the proposed related party transactions like purchase & sale of goods, sale & purchase of services, payment of rent, remuneration, interest & loans etc. are of repetitive in nature, in ordinary course of business; and the management confirmed that all such transactions will be on arm's length basis and in ordinary course of business.

Further, the limit of material related party transactions sought was based on previous years' similar transaction, the budget estimates of current year, capex and cash flow requirements of entities and likely future contingencies; and are in accordance with policy for related party transactions.

Details of the proposed transactions of the Company with MNL, being a wholly owned subsidiary/related party of ADPL, are as follows:

Description	Details
1. A summary of detailed information	
a. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	MNL is a wholly owned subsidiary Company of ADPL
b. Name of the director or key managerial personnel who is related, if any and nature of relationship	N.A.
c. Nature, material terms, monetary value and particulars of contracts or arrangement	ADPL has an on-going arrangement with MNL in terms of Section 188(1) of the Companies Act 2013, as the ADPL is required for entering into any contract or arrangement with AHL in respect of (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred etc. In terms of the arrangements, for sale and purchase transaction, the parties shall enter into an agreement the terms of which shall include:- i) Goods are manufactured as per Drugs & Cosmetics Act, 1940 and shall meet the quality standards laid down therein. ii) The prices are mutually agreed from time to time; and are exclusive of CST, Excise and other taxes. iii) Purchase order must be placed at least 60 days in advance of date of delivery. iv) The Company which manufactures the goods shall be responsible for manufacturing quality and the Company to which the goods manufactured are supplied shall be responsible for their storage, transportation to desired destination including obtaining in-transit insurance etc.
d.Tenure of the transaction	The tenure of the Agreement between ADPL and MNL is valid till FY 27-28. However, approval of the Members is being sought for Material RPTs for FY 24-25.
e. Value of the proposed Transaction	NATURE OF TRANSACTIONS: (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred EXISTING/ PROPOSED: All transactions are existing in nature EST. VALUE DURING F.Y. 2024-25.: RS. 2,500 CRORE
f. Percentage of annual consolidated turnover considering FY 23-24 as the immediately preceding financial year	Percentage to Rs 2,500 Cr. with annual consolidated turnover for FY 23-24 of ADPL is approx. 60%.
2.Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 14

Description	Details
c. Nature, material terms, monetary value and particulars of contracts or arrangement	ADPL has an on-going arrangement with Malik in terms of Section 188 (1) of the Companies Act 2013, as the ADPL is required for entering into any contract or arrangement with AHL in respect of (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/ Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred etc. **In terms of the arrangements, for sale and purchase transaction, the parties shall enter into an agreement the terms of which shall include:-** i) Goods are manufactured as per Drugs & Cosmetics Act, 1940 and shall meet the quality standards laid down therein. ii) The prices are mutually agreed from time to time; and are exclusive of CST, Excise and other taxes. iii) Purchase order must be placed at least 60 days in advance of date of delivery. iv) The Company which manufactures the goods shall be responsible for manufacturing quality and the Company to which the goods manufactured are supplied shall be responsible for their storage, transportation to desired destination including obtaining in-transit insurance etc. .
d.Tenure of the transaction	The tenure of the Agreement between ADPL and Malik is valid till FY 27-28. However, approval of the Members is being sought for Material RPTs for FY 24-25.

e. Value of the proposed Transaction

NATURE OF TRANSACTIONS	EXISTING/ PROPOSED	EST. VALUE DURING F.Y. 2024-25.
(i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred	All transactions are existing in nature	RS. 1,500 CRORE

Description	Details
f. Percentage of annual consolidated turnover considering FY 23-24 as the immediately preceding financial year	Percentage to Rs 1,500 Cr. with annual consolidated turnover for FY 23-24 of ADPL is approx. 36%.
2.Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 13

Description	Details
3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i) Details of the source of funds in connection with the proposed transaction (ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness. - cost of funds; and - tenure (iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(i) Internal accruals or banking facilities (ii) The Company may require to utilize its banking facilities. - WCDL - As per prevailing market rates - As per the agreements b/w the parties (iii) Following are the terms as per the loan agreement executed between the Parties: - Amount shall be agreed between the parties. - Loan may be disbursed in tranches as per the requirement of borrower from time to time. - ADPL shall charge interest on the loan amount advanced to the borrower at a rate as may be agreed from time to time, which however shall not be less than the prevailing yield of Government Securities closet to the tenor of the loan & Akums own borrowing cost. (Currently 8.5% p.a.) - Purpose of the loan is to meet capital expenses, working capital expenses and other general corporate expenses of the Borrower. - The principal amount of the loan facility is repayable within a period of five years. There will be no repayment of loan during first two years, being gestation period. Though interest portion of the loan facility shall be paid on yearly basis. (iv) To meet the working capital requirements of the borrower.
4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	**Not Applicable**: As there is no valuation or other external report has been generated for such transactions.
5. Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Percentage is 280% approx.
6. Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs

E. Items no 15.-Material Related Party Transaction Limits with Unosource Pharma Limited; Background, details and benefits of the transaction

AKUMS Drugs & Pharmaceuticals Limited (ADPL) is engaged in the business of contract manufacturing of pharmaceutical products and sells a large variety of pharmaceutical formulations in the form of tablets, capsules, dry syrups, liquid orals, injectables etc. to various multinationals, and large and medium-sized pharmaceutical companies under their brand names.

Further, Unosource Pharma Limited (UPL) is engaged in the business selling pharmaceutical products to various multinationals, and large and medium-sized pharmaceutical companies under their brand names in foreign countries etc.

ADPL, in the ordinary course of business and at an arm's length price, enters into various transactions with UPL (the wholly owned subsidiary), being related party to the Company for providing and availing various services [including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/ Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred] for an amount not exceeding in the aggregate Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis and in ordinary course of business on such terms and conditions as may be considered appropriate and these transactions are continuous in nature and are not for a specific period.

Being UPL, a wholly owned subsidiary of ADPL, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

It is to inform that most of the proposed related party transactions like purchase and sale of goods, sale and purchase of services, payment of rent, remuneration, interest and loans etc. are of repetitive in nature, in ordinary course of business; and the management confirmed that all such transactions will be on arm's length basis and in ordinary course of business.

Further, the limit of material related party transactions sought was based on previous years' similar transaction, the budget estimates of current year, capex and cash flow requirements of entities and likely future contingencies; and are in accordance with policy for related party transactions.

Details of the proposed transactions of the Company with UPL, being a wholly owned subsidiary/related party of ADPL, are as follows:

Description	Details
1. A summary of detailed information	
a. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	UPL is a wholly owned subsidiary Company of ADPL
b. Name of the director or key managerial personnel who is related, if any and nature of relationship	N.A.

Description	Details		
c. Nature, material terms, monetary value and particulars of contracts or arrangement	ADPL has an on-going arrangement with UPL in terms of Section 188(1) of the Companies Act 2013, as the ADPL is required for entering into any contract or arrangement with AHL in respect of (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred etc. **In terms of the arrangements, for sale and purchase transaction, the parties shall enter into an agreement the terms of which shall include:-** i) Goods are manufactured as per Drugs & Cosmetics Act, 1940 and shall meet the quality standards laid down therein. ii) The prices are mutually agreed from time to time; and are exclusive of CST, Excise and other taxes. iii) Purchase order must be placed at least 60 days in advance of date of delivery. iv) The Company which manufactures the goods shall be responsible for manufacturing quality and the Company to which the goods manufactured are supplied shall be responsible for their storage, transportation to desired destination including obtaining in-transit insurance etc.		
d.Tenure of the transaction	The tenure of the Agreement between ADPL and UPL is valid till FY 27-28. However, approval of the Members is being sought for Material RPTs for FY 24-25.		
e. Value of the proposed Transaction	NATURE OF TRANSACTIONS	EXISTING/ PROPOSED	EST. VALUE DURING F.Y. 2024-25.
	((i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred	All transactions are existing in nature	RS. 500 CRORE
f. Percentage of annual consolidated turnover considering FY 23-24 as the immediately preceding financial year	Percentage to Rs 500 Cr. with annual consolidated turnover for FY 23-24 of ADPL is approx. 12%.		
2.Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No.15		

Description	Details
3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i) details of the source of funds in connection with the proposed transaction	(i) Internal accruals or banking facilities
(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	(ii) The Company may require to utilize its banking facilities. - WCDL - As per prevailing market rates - As per the agreements b/w the parties
(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	(iii) Following are the terms as per the loan agreement executed between the Parties: - Amount shall be agreed between the parties. - Loan may be disbursed in tranches as per the requirement of borrower from time to time. - ADPL shall charge interest on the loan amount advanced to the borrower at a rate as may be agreed from time to time, which however shall not be less than the prevailing yield of Government Securities closet to the tenor of the loan & Akums own borrowing cost. (Currently 8.5% p.a.) -Purpose of the loan is to meet capital expenses, working capital expenses and other general corporate expenses of the Borrower. -The principal amount of the loan facility is repayable within a period of five years. There will be no repayment of loan during first two years, being gestation period. Though interest portion of the loan facility shall be paid on yearly basis.
(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(iv) To meet the working capital requirements of the borrower.
4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	**Not Applicable**:As there is no valuation or other external report has been generated for such transactions.
5. Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Percentage is 393% approx.
6. Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs

F.Items no 16.- Material Related Party Transaction Limits with Qualymed Pharma Private Limited; Background, details and benefits of the transaction

AKUMS Drugs & Pharmaceuticals Limited (ADPL) is engaged in the business of contract manufacturing of pharmaceutical products and sells a large variety of pharmaceutical formulations in the form of tablets, capsules, dry syrups, liquid orals, injectables etc. to various multinationals, and large and medium-sized pharmaceutical companies under their brand names.

Further, Qualymed Pharma Private Limited (QPPL) is also engaged in the business of contract manufacturing of pharmaceutical products and sells pharmaceutical products to various multinationals, and large and medium-sized pharmaceutical companies under their brand names and has to buy and sell raw materials, packing materials etc.

ADPL, in the ordinary course of business and at an arm's length price, enters into various transactions with QPPL (the wholly owned subsidiary), being related party to the Company for providing and availing various services [including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/ Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred] for an amount not exceeding in the aggregate Rs. 700,00,00,000/- (Rupees Seven Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis and in ordinary course of business on such terms and conditions as may be considered appropriate and these transactions are continuous in nature and are not for a specific period.

Being QPPL, a wholly owned subsidiary of ADPL, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

It is to inform that most of the proposed related party transactions like purchase and sale of goods, sale and purchase of services, payment of rent, remuneration, interest and loans etc. are of repetitive in nature, in ordinary course of business; and the management confirmed that all such transactions will be on arm's length basis and in ordinary course of business.

Further, the limit of material related party transactions sought was based on previous years' similar transaction, the budget estimates of current year, capex and cash flow requirements of entities and likely future contingencies; and are in accordance with policy for related party transactions.

Details of the proposed transactions of the Company with QPPL, being a wholly owned subsidiary/related party of ADPL, are as follows:

Description	Details
1. A summary of detailed information	
a. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	QPPL is a wholly owned subsidiary Company of ADPL
b. Name of the director or key managerial personnel who is related, if any and nature of relationship	N.A.

Description	Details
c. Nature, material terms, monetary value and particulars of contracts or arrangement	ADPL has an on-going arrangement with QPPL in terms of Section 188(1) of the Companies Act 2013, as the ADPL is required for entering into any contract or arrangement with AHL in respect of (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred etc. **In terms of the arrangements, for sale and purchase transaction, the parties shall enter into an agreement the terms of which shall include:-** i) Goods are manufactured as per Drugs & Cosmetics Act, 1940 and shall meet the quality standards laid down therein. ii) The prices are mutually agreed from time to time; and are exclusive of CST, Excise and other taxes. iii) Purchase order must be placed at least 60 days in advance of date of delivery. iv) The Company which manufactures the goods shall be responsible for manufacturing quality and the Company to which the goods manufactured are supplied shall be responsible for their storage, transportation to desired destination including obtaining in-transit insurance etc. .
d.Tenure of the transaction	The tenure of the Agreement between ADPL and QPPL is valid till FY 27-28. However, approval of the Members is being sought for Material RPTs for FY 24-25.
e. Value of the proposed Transaction	NATURE OF TRANSACTIONS — EXISTING/ PROPOSED — EST. VALUE DURING F.Y. 2024-25. (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred Existing/Proposed: All transactions are existing in nature Est. value: RS. 700 CRORE
f. Percentage of annual consolidated turnover considering FY 23-24 as the immediately preceding financial year	Percentage to Rs 700 Cr. with annual consolidated turnover for FY 23-24 of ADPL is approx. 16.75%.
2.Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 16

Description	Details
3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i) details of the source of funds in connection with the proposed transaction (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(i) Internal accruals or banking facilities (ii) The Company may require to utilize its banking facilities. - WCDL - As per prevailing market rates - As per the agreements b/w the parties (iii) Following are the terms as per the loan agreement executed between the Parties: - Amount shall be agreed between the parties. - Loan may be disbursed in tranches as per the requirement of borrower from time to time. - ADPL shall charge interest on the loan amount advanced to the borrower at a rate as may be agreed from time to time, which however shall not be less than the prevailing yield of Government Securities closet to the tenor of the loan & Akums own borrowing cost. (Currently 8.5% p.a.) -Purpose of the loan is to meet capital expenses, working capital expenses and other general corporate expenses of the Borrower. -The principal amount of the loan facility is repayable within a period of five years. There will be no repayment of loan during first two years, being gestation period. Though interest portion of the loan facility shall be paid on yearly basis. (iv) To meet the working capital requirements of the borrower.
4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	**Not Applicable**:As there is no valuation or other external report has been generated for such transactions.
5. Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Percentage is 54687% approx.
6. Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs

G. Items no 17.- Material Related Party Transaction Limits with Akumentis Healthcare Limited; Background, details and benefits of the transaction

AKUMS Drugs & Pharmaceuticals Limited (ADPL) is engaged in the business of contract manufacturing of pharmaceutical products and sells a large variety of pharmaceutical formulations in the form of tablets, capsules, dry syrups, liquid orals, injectables etc. to various multinationals, and large and medium-sized pharmaceutical companies under their brand names.

Further, Akumentis Healthcare Limited (Akumentis) is engaged in the business of selling pharmaceutical products to various multinationals, and large and medium-sized pharmaceutical companies under their brand names.

ADPL, in the ordinary course of business and at an arm's length price, enters into various transactions with Akumentis (the subsidiary), being related party to the Company for providing and availing various services [including (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/ Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred] for an amount not exceeding in the aggregate Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), provided that the said transactions are entered into/ carried out on arm's length basis and in ordinary course of business on such terms and conditions as may be considered appropriate and these transactions are continuous in nature and are not for a specific period.

Being Akumentis, a potential subsidiary of ADPL, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

It is to inform that most of the proposed related party transactions like purchase and sale of goods, sale and purchase of services, payment of rent, remuneration, interest and loans etc. are of repetitive in nature, in ordinary course of business; and the management confirmed that all such transactions will be on arm's length basis and in ordinary course of business.

Further, the limit of material related party transactions sought was based on previous years' similar transaction, the budget estimates of current year, capex and cash flow requirements of entities and likely future contingencies; and are in accordance with policy for related party transactions.

Details of the proposed transactions of the Company with Akumentis, being a wholly owned subsidiary/related party of ADPL, are as follows:

Description	Details		
1. A summary of detailed information			
a. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Akumentis is a subsidiary Company of ADPL		
b. Name of the director or key managerial personnel who is related, if any and nature of relationship	N.A.		
c. Nature, material terms, monetary value and particulars of contracts or arrangement	ADPL has an on-going arrangement with QPPL in terms of Section 188(1) of the Companies Act 2013, as the ADPL is required for entering into any contract or arrangement with AHL in respect of (i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other expenses incurred etc. **In terms of the arrangements, for sale and purchase transaction, the parties shall enter into an agreement the terms of which shall include:-** i) Goods are manufactured as per Drugs & Cosmetics Act, 1940 and shall meet the quality standards laid down therein. ii) The prices are mutually agreed from time to time; and are exclusive of CST, Excise and other taxes. iii) Purchase order must be placed at least 60 days in advance of date of delivery. iv) The Company which manufactures the goods shall be responsible for manufacturing quality and the Company to which the goods manufactured are supplied shall be responsible for their storage, transportation to desired destination including obtaining in-transit insurance etc. .		
d.Tenure of the transaction	The tenure of the Agreement between ADPL and Akumentis is valid till FY 27-28. However, approval of the Members is being sought for Material RPTs for FY 24-25.		
e. Value of the proposed Transaction	NATURE OF TRANSACTIONS	EXISTING/ PROPOSED	EST. VALUE DURING F.Y. 2024-25.
	(i) Giving of loan and its repayment; (ii) Sales/Purchases of Goods and Others Material; (iii) Sales/Purchases of Property, Plant and Equipment; (iv) Payment of rent and receipt of rent; (v) Giving corporate guarantee and charges thereon; (vi) Income/Charges related with Job work; (vii) Income related with interest; (viii) Consumption of stores & spare parts; (ix) Other Expenses incurred	All transactions are existing in nature	RS. 500 CRORE
f. Percentage of annual consolidated turnover considering FY 23-24 as the immediately preceding financial year	Percentage to Rs 500 Cr. with annual consolidated turnover for FY 23-24 of ADPL is approx. 12%.		
2.Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 17		

Description	Details
3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i) details of the source of funds in connection with the proposed transaction (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(i) Internal accruals or banking facilities (ii) The Company may require to utilize its banking facilities. - WCDL - As per prevailing market rates - As per the agreements b/w the parties (iii) Following are the terms as per the loan agreement executed between the Parties: - Amount shall be agreed between the parties. - Loan may be disbursed in tranches as per the requirement of borrower from time to time. - ADPL shall charge interest on the loan amount advanced to the borrower at a rate as may be agreed from time to time, which however shall not be less than the prevailing yield of Government Securities closet to the tenor of the loan & Akums own borrowing cost. (Currently 8.5% p.a.) -Purpose of the loan is to meet capital expenses, working capital expenses and other general corporate expenses of the Borrower. -The principal amount of the loan facility is repayable within a period of five years. There will be no repayment of loan during first two years, being gestation period. Though interest portion of the loan facility shall be paid on yearly basis. (iv) To meet the working capital requirements of the borrower.
4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	**Not Applicable**:As there is no valuation or other external report has been generated for such transactions.
5. Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Percentage is 126% approx.
6. Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs

The aforesaid transactions with Pure & Cure Healthcare Private Limited, Akums Healthcare Limited, Malik Lifesciences Private Limited, Maxcure Nutravedic Limited, Unosource Pharma Limited, Qualymed Pharma Private Limited and Akumentis Healthcare Limited ("Related Parties") will be undertaken at prevailing market rates and/ or on the basis of comparable third party quotations or as per pricing charge by the related party to third party or independent valuations or such other arms' length criteria as is generally accepted for related party transactions.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 11 to Item No. 17 of this Notice whether the related party is a related party to the proposed transaction or not.
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. 18

In connection with the proposed initial public offering of the equity shares of face value of INR 2 each of the Company **("Offer")**, the Company had filed the draft red herring prospectus dated February 10, 2024 **("DRHP")** with the Securities and Exchange Board of India, BSE Limited **("BSE")** and National Stock Exchange of India Limited **("NSE", and together with BSE, the "Stock Exchanges"**) on February 11, 2024. Further, on May 29, 2024, Ruby QC Holdings Pte. Ltd., the investor selling shareholder in the Offer **("Investor"),** has waived one of its exit rights **(the "Buy-back Waiver")** under Clause 8.10(ii)(b) of the shareholders' agreement dated October 3, 2019 **("SHA")**, entered into by and amongst the Company, its individual promoters, namely, Sandeep Jain, Sanjeev Jain, and the Investor read with the waiver cum amendment agreement dated February 9, 2024, undertaking dated May 15, 2024 to the SHA, and deed of adherence dated May 16, 2024 executed by the Akums Master Trust **("Promoter Trust"),** and that such right shall be of no further force or effect without any further act or deed required by any party to the SHA. In order to capture the Buy-Back Waiver by the Investor, an amendment agreement to the SHA has been executed by and among the Company, the Investor, the Individual Promoters, and the Promoter Trust **(the "Amendment Agreement")**. This Buy-back Waiver effected in relation to the provisions of the SHA and incorporated in the Amendment Agreement, shall also be deemed to be a waiver under the corresponding provisions of the articles of association of the Company. The Company therefore proposes to adopt amended Articles of Association that shall capture the effect of the Buy-Back Waiver by the Investor and the Amendment Agreement.

The copies of existing Articles of Association and the revised Memorandum of Association and Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extraordinary General Meeting.

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in the Articles of Association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, interested in the said resolution, except to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolution set out at above of the accompanying Notice for your approval as special resolution.

Place : Delhi
Date : 31.05.2024

By Order of the Board of Directors

Dharamvir Malik
Company Secretary & Compliance Officer

Form No. MR-3 | SECRETARIAL AUDIT REPORT
For the financial year ended 31.03.2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Akums Drugs and Pharmaceuticals Limited
304 Mohan Place LSC,
Saraswati Vihar, Delhi-110034

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Akums Drugs and Pharmaceuticals Limited** (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial Audit, we hereby report that on our opinion, the company has, during the audit period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder and also that the company has proper Board processes and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2024 according to the provisions of:

(i) The Companies Act, 2013 and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (to the extent applicable)

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (to the extent applicable)

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (to the extent applicable)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable on the Company during the Audit period)

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (to the extent applicable)

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; (to the extent applicable)

(d) The Securities and Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable on the Company during the Audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable on the Company during the Audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (to the extent applicable)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable on the Company during the Audit period)

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (Not applicable on the Company during the Audit period)

(i) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (to the extent applicable)

(vi) The Drugs and Cosmetics Act, 1940

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

1. As explained and undertaken by the management, the Board of Directors of the Company comprises of an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within the stipulated time, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. Majority decision is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, the compliance by the Company of applicable financial laws like direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.
We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above except that the Company has filed Draft Red Hearing Prospectus (DRHP) with SEBI, BSE and NSE for proposed listing of its shares.

FOR A.K. NANDWANI & ASSOCIATES
COMPANY SECRETARIES

PLACE: NEW DELHI
DATE: 20.05.2024

KAVITA
PARTNER
M. NO. FCS 9115
C. P. NO.: 10641
UDIN: F009115F000405533
PR 1136/2021

'Annexure A'