Notice of 21st Annual General Meeting

Notice is hereby given that the Twenty First (21st) Annual General Meeting of members of Akums Drugs and Pharmaceuticals Limited will be held on Friday **18th July, 2025 at 11:00 AM** IST through video conference/ other audio-visual means 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, 2025 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 2025 and the report of Auditors thereon

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions:**

a) "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended on March 31, 2025 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 FURTHER THAT** the audited consolidated financial statements of the Company for the financial year ended on March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted".

2. To appoint Mr. Sanjeev Jain (DIN: 00323433) who retires by rotation as Director and being eligible offers himself for re-appointment:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution.**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjeev Jain (DIN: 00323433) who retire by rotation at this meeting be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS

3. APPOINTMENT OF SECRETARIAL AUDITORS FOR FIVE FINANCIAL YEARS FROM FY 2025-26 TO FY 2029-30.

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 provision of section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) the consent of the members be and is hereby accorded to appoint M/s. SPG & Associates, a peer reviewed firm of Company Secretaries (Registration No P2009DE074200) as the Secretarial Auditors of the Company for a term of five financial years starting from FY 2025-26 to FY 2029-30 on such remuneration to be decided by Managing Director(s)/ CFO/Company Secretary in consultation with Secretarial Auditor from time to time.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinion which the Secretarial Auditors may be eligible to provide or issue under the applicable laws on such remuneration to be decided by Managing Director(s)/ CFO/Company Secretary in consultation with Secretarial Auditor from time to time.

RESOLVED FURTEHR 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."

4. RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2025-26.

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, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the remuneration of INR 1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s. Balwinder & Associates, (Firm Registration No. 000201), Cost Auditor, appointed by the Board of directors to conduct the audit of the cost records of the Company for the Financial Year 2025-26 be and is hereby ratified and confirmed.

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. **APPOINTMENT OF MR. ANIL KUMAR ARVINDLAL AMIN (DIN:10594012) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED AS SPECIAL RESOLUTION THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions and based on recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the members of the company be and is hereby accorded, to appoint Mr. Anil Kumar Arvindlal Amin (DIN: 10594012) as an Independent director of the company, who was appointed as an Additional Director, who possess relevant expertise & experience and is not disqualified under Section 164(2) of Companies Act, has provided his consent in writing to act as an independent director of the Company, and submitted a declaration in writing that he meets the criteria for appointment as an independent director under the Companies Act, 2013 & SEBI (LODR) Regulations, 2015 and who is eligible for appointment as an Independent Director at the Board of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as an Independent Director, for a term of five consecutive years with effect from June 4th, 2025.

RESOLVED FURTHER THAT Mr. Anil Kumar Arvindlal Amin shall not liable to retire by rotation and shall not be counted in the total strength of the Board for the purpose of ascertaining the directors liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anil Kumar Arvindlal Amin be entitled to INR 30.00 lakh per annum as monetary compensation (including sitting fee and/ or incentive/ commission) plus travels & lodging expenses for attending of Board and Committees meetings and further Nomination & Remuneration Committee and / or the Board be and is authorised to review and modify such compensation from time to time, subject to the overall limit prescribe under Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Company Secretary and Managing Director(s) of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and to file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may have considered expedient and necessary in this regard."

By Order of the Board of Directors
For **Akums Drugs & Pharmaceuticals Ltd**

Dharamvir Malik
Company Secretary & Compliance Officer

Place : Delhi
Date : 07.06.2025

Regd Office: 304, 3rd Floor,
Mohan Place L.S.C, Block-C,
Delhi-110034

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 as Annexure to the Notice and forms integral part of this notice. Further, additional information as required under SEBI Listing Regulations and Circulars issued thereunder are also annexed to this Notice.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conference (VC) or other audio -visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available. for the AGM conducted through VC/OAVM. Accordingly, the Proxy Form and Attendance Slip and Route Map are not Annexed to this notice.

4. The Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names asper the Register of Members of the Company will be entitled to vote through e-voting during the AGM.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and the Integrated Annual Report for the Financial Year 2024-25 has been uploaded on the website of the Company at www.akums.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

11. The Company has appointed Mr. Suresh Pandey, Partner of SPG & Associates Company Secretaries, Membership number: FCS 7776, COP: 8529 to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forward to the Chairman / Managing Director(s) of the Company or any person authorized by him/them in writing and the Results shall be declared by the Chairman or any person authorized, thereafter within the stipulated timeline. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.akums.in and on the

website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be intimated to the stock exchanges where the shares of the Company are listed.

12. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their email ID are requested to contact MUFG Intime India Private Limited (formerly known as Link In Time India Private Limited) the Registrar and Share Transfer Agent of the Company 'MUFG"/ "RTA') and register their email ID. Members may also contact their respective Depository Participants ('DPs') for the same. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

13. A person, whose name is recorded in the Register of Members of the Company or in the register of beneficial owners maintained by the Depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting/ e-voting during the AGM.

14. Any person, who acquires equity shares of the Company and becomes a Member of the Company after the Company e-mailed the Notice of the AGM and holds equity shares as on the cut-off date, may obtain the User ID and password by sending a request at evoting@nsdl.co.in. However, if the Shareholder is already registered with NSDL for remote e-voting then he/ she can use his/ her existing User ID and Password for casting the vote. If a Member forgets the password, it can be reset by using 'Forgot User Details/ Password or Physical User Reset Password option available on www.evoting.nsdl.com

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

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, 13th July 2025 at 9:00 A.M (IST) and ends on Thursday, 17th July, 2025 at 5:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 11th July, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 11th July, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

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

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

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

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to suresh@spgindia.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@akums.net . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method

explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@akums.net.

6. Speaker Registration before AGM:

   Members of the Company who wish to speak, express their views, or raise questions during the Annual General Meeting (AGM) are requested to register themselves as speakers. Only those members holding shares as on the cut-off date and who have registered as speakers shall be allowed to participate in this capacity during the AGM.

   To register, eligible members are required to send an email to cs@akums.net with the following details:

   - Full Name
   - Contact Number
   - DP ID / Client ID
   - Number of Shares held as on the cut-off date.

   Please note that registration must be completed by 14th July, 2025. Due to limitations in transmission and coordination during the AGM, the Company may need to curtail or dispense with the speaker session at its discretion.

   Accordingly, shareholders are encouraged to send their questions in advance by email to cs@akums.net to ensure appropriate consideration. Please note that the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3:

APPOINTMENT OF SECRETARIAL AUDITORS FOR FIVE FINANCIAL YEARS FROM FY 2025-26 to FY 2029-30

Pursuant to Section 204 of the Companies Act, 2013 ("the Act") the Company has to annex to its Board's Report a Secretarial Audit

Report given by a practicing company secretary in the format as prescribed in form MR-3. Further, section 179 of the Act read with Rule 8 of the Companies (Meeting of Board and its Power) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board of Directors.

SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Amended regulation read with SEBI circular no SEBI/HO/CFD-Pod-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company(ies) incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be Peer Reviewed Company Secretary and annex a Secretarial Auditor Report with the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f 01st April, 2025, every listed Company on the recommendation of Board of Directors shall appoint or re-appoint (i) an individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on 26th May, 2025 considered, approved and recommended to the shareholders of the Company for their approval, the appointment of M/s SPG & Associates, a peer reviewed firm of Company Secretaries in practice (Registration Number: P2009DE074200) as Secretarial Auditors of the Company at the ensuing 21st Annual General Meeting for a term of five consecutive years from FY 2025-26 to FY 2029-30 and issue (i) the Secretarial Audit Report under Section 204 of the Act for a each financial year and (ii) the Secretarial Audit Reports under Regulation 24A (1)(a) of the Listing Regulations for each financial year.

The Board of Directors have approved that in addition to issuing the Secretarial Audit Reports, the Secretarial Auditors shall also issue to the Company (i) the Secretarial Compliance Report under Regulation 24A(2) of the Listing Regulations for the term (ii) the Compliance certificate compliance of conditions of corporate governance as may be required under Para E of Schedule V of the Listing Regulations for the terms and (iii) the certificate on qualification of the directors as may be required under sub-clause (i) of clause 10 of Paragraph C of Schedule V of Listing Regulations for the term and (iv) such other certificates or reports or opinion which can be issued by the Secretarial Auditors under Applicable Laws.

M/s SPG & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditor in term of provisions of the Companies Act 2013, the Company Secretaries Act 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

Brief Profile of M/s SPG & Associates, Company Secretaries in practice as under:

SPG & Associates is a Peer Reviewed firm of Company Secretaries, established in the year 2009, headquartered at New Delhi and having various affiliates across India, with a rich experience of fourteen years. They have a team of committed professionals including qualified Company Secretaries, Chartered Accountants, Cost Accountants, Advocates and other experienced resources with specialised skills, serving the dynamics business needs of the corporate world. More details of the firm are available at their website at the weblink: https://spgindia.co.in/

Other Disclosures

No order has been passed by ICSI/SEBI/MCA/ any other competent authority/ Court, both in India or outside India, in past 5 years against the proposed secretarial auditors.

M/s SPG & Associates is not associated with the Company, its holding or subsidiary companies, its holding or subsidiary companies or any of the Promoter or Promoter Group entities.

The Board after taking into account the qualification and experience of M/s SPG & Associates and the certificate submitted by them, was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations and the Circular, the qualification and experience of M/s SPG & Associates is commensurate with the size and requirements of the Company and have accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the members of the Company.

It is to mention that, with the listing of the company and growth in the scale of the Company, the scope of work and responsibilities assigned to the Secretarial Auditor (proposed for appointment) have significantly increased. Further, in order to maintain good corporate governance and to ensure review and periodical checks on compliance, the frequency of periodical audit of the secretarial records has also been increased. In light of these factors, and to commensurate with the size of the group the remuneration of the proposed Secretarial Auditor has to be increased vis a vis existing outgoing secretarial auditor. Therefore, the shareholders are also requested to authorise Managing Director(s)/CFO/Company Secretary to review and decide, time to time, the remuneration payable for each financial year, in consultation with Secretarial Auditor.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at item no. 3 of the notice for approval by the shareholders.

Item No. 4

RATIFICATION OF REMUNERATION OF COST AUDITOR FOR F.Y. 2025-26

The Board of Directors, at their meeting held on 26th May, 2025, on the recommendation of the Audit Committee approved the re-appointment of M/s Balwinder & Associates, Cost Accountants, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year 2025-26 at a remuneration of Rs 1,60,000 (Rupees One Lakh Sixty thousand), plus taxes as may be applicable and reimbursement of such other out of pocket expenses, as may be incurred by them during the course of audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, the consent of the Members of the Company is being sought to pass the ordinary resolution to ratify remuneration payable to the Cost Auditors for conducting the Audit of Cost records, for the financial year 2025-26.

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 Ordinary Resolution set out at item no. 4 of the notice for approval by the shareholders.

ITEM NO. 5.

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and, vide its circular resolution has approved the appointment of Mr. Anil Kumar Arvindlal Amin (DIN: 10594012) as an Additional Director in the category of Independent Director on the Board of the company and subject to approval of the shareholders to be appointed as an Independent Director with effect from June 04, 2025 for a term of five (5) consecutive years.

Earlier in the meeting held on 26th May, 2025, in order to facilitate deeper assessment and ensure greater clarity on the shortlisted candidate profiles for Independent Director, the Nomination and Remuneration Committee discussed and deliberated on profiles of all shortlisted candidates and reserved its recommendation to the Board.

On 2nd June, 2025, the Nomination and Remuneration Committee virtually interacted with Mr. Anil Kumar Arvindlal Amin, the shortlisted candidate, for appointment as an Independent Director of the company before passing the resolution by circulation, as per Section 175 of the Companies Act, 2013 and applicable rules framed thereunder, thereafter made its decision to recommend to the Board for consideration and appointment of Mr. Amin as an Additional Director in the category of Independent Director till the ensuing annual general meeting.

Subsequently, based on the above recommendation the Board passed circular resolution on 4th June, 2025 and approved appointment of Mr. Amin as an Additional Director in the category of Independent Director and recommends to the shareholder to consider and approve the appointment of Mr. Anil Kumar Arvindlal Amin (DIN: 10594012) as an Independent Director of the company for a term of five (5) consecutive years, whose office shall not be liable to retire by rotation.

"**Brief Profile:** Mr. Anil Amin is the former Chief Business Development Officer of Viatris, bringing with him over 30 years of experience in the pharmaceutical industry. In his role, he was responsible for advancing Viatris' strategic growth through its Business Development organization, leading efforts to identify and execute strategic partnerships, joint ventures, alliances, and acquisitions that aimed to accelerate the company's growth. He was a key architect in driving Viatris' vision to become the Partner of Choice™ for entities looking to unlock the full global potential of their assets through partnerships. Additionally, he led the company's divestment process, overseeing the carve-out of businesses globally and successfully concluding those transactions.

Prior to his tenure at Viatris, Mr. Amin served as the Head of Global Business Development at Mylan, where he was instrumental in the successful combination of Mylan and Upjohn, a division of Pfizer, which led to the formation of Viatris. Before joining Mylan, Mr. Amin was Vice President of Business Development and Alliance Management for Pfizer's Established Products Business Unit and held various other roles in manufacturing over his 20-year career span at Pfizer.

Mr. Amin holds a master's degree in technology management from the New Jersey Institute of Technology."

The Company has received requisite consent, declarations and confirmation from Mr. Amin under Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director in the capacity of an Independent Director of the Company.

The shareholder are also requested through the special resolution as set out in this notice to approve monetary compensation (payable to Mr. Amin) of INR 30.00 lakh per annum (including sitting fee and/ or incentive/ commission) plus travels & lodging expenses for attending of Board and Committees meetings and authorization and delegation to Nomination & Remuneration Committee and / or the Board to review and modify such compensation from time to time, subject to the overall limit prescribe under Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution

The Board recommends the Special Resolution set out at item no. 5 of the notice for approval by the shareholders.

Disclosures as required under Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 is given under **Annexure-A**.

By Order of the Board of Directors
For **Akums Drugs & Pharmaceuticals Ltd**

Dharamvir Malik
Company Secretary & Compliance Officer

Place : Delhi
Date : 07.06.2025

Regd Office: 304, 3rd Floor,
Mohan Place L.S.C, Block-C,
Delhi-110034