



CIN No. : L24239DL2004PLC125888

## **AKUMS DRUGS & PHARMACEUTICALS LIMITED**

Regd. Office : 304, 3rd Floor, Mohan Place, L.S.C., Block-C, Saraswati Vihar, New Delhi-110034 (INDIA)  
Corporate Office : Akums House - Plot No. 131 to 133, Block-C, Mangolpuri Ind. Area, Phase-I, Delhi-110083  
Phone : 91-11 - 69041000 Fax : 91-11 27023256 E-mail : akumsho@akums.net ; website : www.akums.in

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### **POSTAL BALLOT NOTICE**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time along with applicable Circulars issued by the Ministry of Corporate Affairs from time to time.]*

Notice is hereby given to the members of Akums Drugs And Pharmaceuticals Limited ( the “**Company**”) that in terms of the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”) (including any statutory amendment(s) time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, as amended and in compliance with General Circular No. 14/2020 dated 8 April 2020, No 17/2020 dated 13 April, 2020, No 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May, 2022, No.11/2022 dated 28 December 2022 , No. 09/2023 dated 25 September 2023 and No. 9/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ( hereinafter referred to as “**MCA Circulars**”) for holding general meetings/ conducting postal ballot, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, relevant circulars issued by the Securities and Exchange Board of India in this regard, Secretarial Standards on General Meetings (hereinafter referred to as “**SS-2**) issued by the Institute of Company Secretaries of India and subject to such other laws, rules and regulations, as applicable, the Company is seeking consent of its members for the proposed Resolution as set out herein below, by way of Postal Ballot through remote e-voting facility.

In view of the MCA Circulars, the Company is sending this Notice only in electronic form, to those members whose email ID is registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope is not being sent to the members for this Postal Ballot. Members are requested to give their assent/dissent only through the remote e-voting facility. The instruction to cast vote through remote e-voting facility forms part of the Notes to this Notice.

The Resolution proposed to be passed by way of Postal Ballot and the Statement pursuant to Section 102 and other applicable provisions of the Act setting out the material facts and reasons for the proposed Resolutions are appended below for consideration of the members:

### **SPECIAL BUSINESS**

#### **ITEM NO: 1 RATIFICATION OF EMPLOYEE STOCK OPTION SCHEME 2022 OF AKUMS DRUGS AND PHARMACEUTICALS LIMITED**

To consider and if thought fit, to give assent/ dissent to the following resolution as **Special Resolution**:

**“RESOLVED AS SPECIAL RESOLUTION THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), read with Rule 12 of the Companies ( Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges) where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactment thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of Memorandum of Association and Articles of Association of Akums Drugs and Pharmaceuticals Limited (“the Company”) and further subject to the approval, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, Employee Stock Option Scheme 2022 (“ESOP 2022”) of the Company, originally formulated and approved by the Board of Directors as well as Shareholders as on January 17, 2024 and February 07, 2024 respectively prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited consequent to the Initial Public Offer (“IPO”) by the Company, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent of the members be and hereby accorded to the Board of the Directors (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company or any other committee the Board constituted/ to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to create, offer, issue, reissue, grant, allot and transfer, employee stock options (“ESOPs”) in one or more tranches to eligible employees under the ESOP 2022 on such terms and conditions as provided in the ESOP Scheme 2022 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

**RESOLVED FURTHER THAT** Board of Directors of the Company to transfer from Akums Employee Benefit Trust upto 42,91,930 ESOP exercisable into 42,91,930 equity shares of face value of Rs 2/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, as may be decided by the Board and permitted under SEBI (SBEB & SE) Regulations, with each options giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with applicable laws and regulations in force, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and/or the Board of the Company be and is hereby authorized to transfer from Akums Employee Benefit Trust equity shares to eligible employees upon exercise of options from time to time in accordance with the ‘Employee Stock Option Scheme 2022’ (ESOP 2022) and the shares so issued rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of bringing into effect, amending, implementing and ratifying ESOP 2022 pursuant to Applicable Laws and generally for giving effect to these resolutions, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary and incidental to give effect to the aforesaid resolution for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard”.

**ITEM NO: 2 RATIFICATION OF EXTENSION OF BENEFIT UNDER EMPLOYEE STOCK OPTION SCHEME 2022 OF AKUMS DRUGS AND PHARMACEUTICALS LIMITED TO THE EMPLOYEES OF SUBSIDIARIES OF THE COMPANY.**

To consider and if thought fit, to give assent/ dissent to the following resolution as **Special Resolution**:

**“RESOLVED AS SPECIAL RESOLUTION THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), read with Rule 12 of the Companies ( Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges) where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactment thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of Memorandum of Association and Articles of Association of Akums Drugs and Pharmaceuticals Limited (“the Company”) and further subject to the approval, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, Employee Stock Option Scheme 2022 (“ESOP 2022”) of the Company originally formulated and approved by the Board of Directors as well as Shareholders as on January 17, 2024 and February 07, 2024, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited consequent to the Initial Public Offer (“IPO”) by the Company, to the eligible employees of subsidiary companies be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent of the members be and is hereby accorded to the Board of the Directors (“Board”) which expression shall also include the Nomination and Remuneration Committee of the Company or any other committee the Board constituted/ to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to create, offer, issue, reissue, grant, allot and transfer employee stock options (“ESOPs”) in one or more tranches to eligible employees of subsidiaries under the ESOP 2022, on such terms and conditions as provided in the ESOP Scheme 2022 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and/or the Board of the Company be and is hereby authorized to transfer from Akums Employee Benefit Trust equity shares to eligible employees of subsidiaries upon exercise of options from time to time in accordance with the ‘Employee Stock Option Scheme 2022’ (ESOP 2022) and the shares so issued rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of bringing into effect, amending, implementing and ratifying ESOP 2022 pursuant to Applicable Laws and generally for giving effect to these resolutions, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary and incidental to give effect to the aforesaid resolution for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

**ITEM NO.3 APPROVAL FOR VARIATION/ AMENDMENT OF TERMS OF EMPLOYEE STOCK OPTION SCHEME 2022 OF AKUMS DRUGS AND PHARMACEUTICALS LIMITED**

To consider and if thought fit, to give assent/ dissent to the following resolution as **Special Resolution:**

**“RESOLVED AS SPECIAL RESOLUTION THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), read with Rule 12 of the Companies ( Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges) where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactment thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of Memorandum of Association and Articles of Association of Akums Drugs and Pharmaceuticals Limited (“the Company”) and further subject to the approval, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, Employee Stock Option Scheme 2022 (“ESOP 2022”) of the Company consent of the members be and is hereby accorded to increase the period of vesting mentioned in Employee Stock Option Scheme 2022 from three (3) years from the date of grant of options to up to five (5) years from the date of grant of options as the Board/ Nomination and Remuneration Committee may determine, from time to time, in accordance with the provisions of the Scheme.

**RESOLVED FURTHER THAT** all the other terms of the ESOP Scheme 2022 shall remain unchanged.

**RESOLVED FURTHER THAT** for the purpose of bringing into effect, amending, implementing and ratifying ESOP Scheme 2022 pursuant to Applicable Laws and generally for giving effect to these resolutions, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary and incidental to give effect to the aforesaid resolution for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

By Order of the Board  
**For Akums Drugs and Pharmaceuticals Limited**

sd/-  
**Dharamvir Malik**  
Company Secretary & Compliance Officer  
FCS No: 8596

**Date:** 06.02.2025  
**Place:** New Delhi

## NOTES AND INSTRUCTIONS

- 1) The Statement pursuant to the provisions of Section 102 and 110 of the Companies Act, 2013 (the “**Companies Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and Secretarial Standards on General Meetings (SS-2’) setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”)
- 2) As per Section 110 and other applicable provisions of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/ conducting postal ballot, vide General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No.39/2020 dated 31 December 2020, No 10/2021 dated 23 June 2021, No 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No 11/2022 dated 28 December 2022, No. 09/2023 dated 25 September 2023 and No.09/2024 dated September 19, 2024 (hereinafter collectively referred to as the “**MCA Circulars**”), this Notice is being sent only by email to the members, whose email ID is registered with the Company or with the National Securities Depository Limited (**NSDL**)/ Central Depository Services (India) Limited (‘**CDSL**’) (hereinafter collectively referred to as the ‘**Depositories**’) and whose names appear in the Registrar of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as of 31.01.2025 (‘Cut-off Date’)
- 3) It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received the Notice due to non-registration of their email ID with the Company or the Depositories) shall be entitled to vote on the Resolution in accordance with the process specified in this Notice.
- 4) The members may note that this Notice will also be available on the Company’s website at [www.akums.in](http://www.akums.in), websites of the Stock Exchanges, i.e., BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and NSDL at <https://www.evoting.nsdl.com>, being the agency providing the remote e-voting facility.
- 5) 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 to contact their respective Depository Participants (‘**DPs**’) for the same.
- 6) Members holding equity shares in demat mode are requested to provide their PAN, Bank Details and intimate changes, if any, pertaining to their name, postal address, email ID, telephone and mobile number, nomination, power of attorney, bank details (Bank account number, Bank & Branch Name, Address, IFSC and MICR code), to their respective DP. Changes intimated to the DPs will automatically be reflected in the Company’s record, which will help the Company/RTA to provide efficient and better services.

- 7) Institutional shareholders (i.e., other than individuals, Hindu Undivided Family, Non- Resident Indians) are required to send a scanned copy (PDF/JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representative to participate through remote e-voting. The said resolution/ authority letter/ power of attorney etc., shall be sent to the Scrutinizer(s) by email through registered email id at [suresh@spgindia.co.in](mailto:suresh@spgindia.co.in) with a copy a [e-voting@nsdl.com](mailto:e-voting@nsdl.com).
- 8) Voting rights will be reckoned on the paid-up value of equity share registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners, maintained by the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
- 9) Dispatch of the Notice shall be deemed to be completed on 14.02.2025.
- 10) Remote e-voting will commence on 15.02.2025 at 9.00 A.M. (IST) and end on 16.03.2025 at 5.00 P.M. (IST).
- 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. They have given their consent for such appointment.
- 12) The Scrutinizer(s) shall submit their Report within 2 (two) working days of the conclusion of the remote e-voting to the Chairman or any other authorised person, who shall countersign or any other authorised person, who shall countersign and declare the result of the voting forewith. The Resolution, if passed by the requisite majority, shall be deemed to have been passed at a duly convened general meeting.
- 13) The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e 16.03.2025.
- 14) The result of the Postal Ballot along with Scrutinizer's Report will also be placed on the Company's website at [www.akums.in](http://www.akums.in) and on the website of NSDL at <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.
- 15) Electronic copies of all the documents referred to in the Notice and Statement shall be made available for inspection. Shareholders will be able to inspect all documents referred in the Notice electronically without any fee from the date of circulation of this Notice till the period of conclusion of the remote e-voting. Members seeking inspection of such documents can send an email to [dharamvir.malik@akums.net](mailto:dharamvir.malik@akums.net).

## **INSTRUCTIONS FOR REMOTE-VOTING**

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically through the e-voting services provided by NSDL on the Resolution set-forth in this Notice of Postal Ballot, through remote e-voting only.

- I. Information relating to remote e-voting:**
- i. Day, date and time of commencement of voting through electronic means: Saturday, **15.02.2025 at 9.00 A.M. (IST)**
  - ii. Day, date and time of end of voting through electronic means beyond of which voting will not be allowed: Sunday, **16.03.2025 at 5.00 P.M.(IST)**.
- II. Instructions relating to remote e-voting:**

**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 for Individual shareholders holding securities in demat mode**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. URL: <a href="https://www.evoting.nsdl.com/">https://</a> Visit the e-Voting website of NSDL. Open web browser by typing the following <a href="http://www.evoting.nsdl.com/">www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>



**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL)</b>	<b>Your User ID is:</b>
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*****

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The 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](http://www.evoting.nsdl.com).option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - c) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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](mailto:suresh@spgindia.co.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call at 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](mailto: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 email 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 [dharamvir.malik@akums.net](mailto:dharamvir.malik@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 for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**STATEMENT/EXPLANATORY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND INFORMATION AS REQUIRED**

**Item No. 1 & 2**

The members are being apprised that ESOP Scheme 2022 of Akums Drugs and Pharmaceuticals Limited was approved by a special resolution passed on March 31, 2022 at the General Meeting of the Shareholders. The ESOP Scheme was thereafter amended vide a Board Resolution dated January 17, 2024 and approved by the shareholder resolution dated February 07, 2024 in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited respectively for the benefit of the eligible employees of the Company and the Subsidiary Companies (as defined under Companies Act, 2013) which entitles them to the shares of the Company.

The ESOP Scheme 2022 has been formulated by the Board with an aim to encourage and motivate employees of the Company and Subsidiary Companies in strengthening and improving their performance, thereby contributing to the overall growth of the Company.

The Nomination and Remuneration Committee shall administer the ESOP Scheme 2022 in accordance with the applicable laws.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (SEBI (SBEB & SE) Regulations), no Company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

The Board of Directors subject to approval of members, approved the proposal for ratification of Akums ESOP Scheme 2022 along with extending benefits of the said scheme to employees of its Subsidiary Companies.

Accordingly, approval of the Members is being sought for the Agenda Item No. 1 & 2.

The Board thereby recommends passing of the resolutions as set out under Item No. 1 & 2 of this notice for approval of the members as special resolution.

None of the Directors or any Key Managerial Personnel of the Company or their immediate relatives are in any way, concerned or interested, either directly or indirectly in passing of the said resolution, except to the extent that the stock options may be granted to any of them pursuant to Akums ESOP Scheme 2022.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of SBEB Regulations, the salient features of the Akum ESOP Scheme 2022 are provided hereunder:

**a) Brief Description of the Akums ESOP Scheme 2022 is as under:**

The Scheme is termed as Akums Employee Stock Option Scheme 2022 (ESOP Scheme 2022. ESOP Scheme was approved by a resolution passed on March 31, 2022 at the General Meeting of the Shareholders. The ESOP Scheme was thereafter amended vide a Board Resolution dated January 17, 2024 and approved by the shareholder resolution dated February 07, 2024. The objective of the Scheme is to attract premium talent from the market who align with Company's objective of financial growth and quality products. The ESOP 2022 will be administered by the Trust under the supervision of Nomination and Remuneration Committee.

**b) Total number of options to be granted.**

A total of 42,91,930 options are available to grant the eligible employees of the Company and its Subsidiaries under the Akums ESOP 2022. Each option when exercised would be converted into an Equity Share of Rs 2/- each fully paid up. The options which is not exercised and gets forfeited, lapsed, expired or cancelled in accordance with ESOP Scheme shall be added back to the number of Options that are pending to be granted. The Company may grant such options within the overall limit determined in accordance with ESOP Scheme 2022.

**c) Identification of classes of employees entitled to participate and to be beneficiaries in the Scheme.**

Prior to listing

- i) A permanent employee of the Company working in India or outside India, or
- ii) A Director of the Company, whether a whole-time director or not (but excluding an Independent Director);
- iii) An employee as defined in sub clause (i) and (ii) above of a Subsidiary, in India or outside India or of Holding Company of the Company.

But does not include:

- i) an employee who is a Promoter or a person belonging to the Promoter Group; or
- ii) a Director who either himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Shares of the Company.

Post Listing:

- i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii) a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (i) an employee as defined in sub-clauses (i) or (ii) above, of a Group company including Subsidiary Company(ies) or its [Associate Company(ies), in India or outside India, or of a Holding Company of the Company]

but shall not include:

- (i) an employee who is a Promoter or belongs to the Promoter Group;
- (ii) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten per cent) of the outstanding Shares of the Company.

**d) Appraisal Process for determining the eligibility of the employees to ESOPs.**

In determining the eligibility of an Employee to receive an Option as well as in determining the number of Options to be Granted to any Employee, the Board/Committee shall formulate criterion for Grant of Options based on, but not limited to, one or more of the following:

- i) *Criticality of role of the Employee*
- ii) *Past-track record/present performance or future potential of the Employee*
- iii) *Actual performance of the employee and value addition*
- iv) *Loyalty of the Employee*
- v) *Minimum number of years' service completed / to be completed by the Employee*
- vi) *Growth of the Company / fulfilment of the budgeted targets*
- vii) *Where an Employee is committed the option as the terms of employment*
- viii) *Any other criteria as may be decided by the Committee*

**e) Requirements of vesting and period of vesting:**

The Vesting Period shall commence from the Grant Date and shall be minimum of 1 (one) year from the Grant Date and a maximum of 5 (five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee. Notwithstanding anything contained hereinabove, upon Listing, in case of death or Permanent Incapacity of an Option Grantee, the minimum Vesting Period of 1 (one) year from the Date of Grant shall not apply.

**f) The maximum period within which the options shall be vested.**

Currently its 3 (three years) from the date of Grant of ESOPs and the proposal is to increase the vesting period up to 5 (five) years from the date of grant.

**g) Exercise price or pricing formula**

Under this Scheme, the Exercise Price will be based upon the Fair Market Value of the Shares as on date of Grant of Options.

The Committee or the Board has a power to provide suitable discount as deems fit. However, in any case the Exercise Price shall not go below the par value of Share of the Company in compliance with the Applicable Laws.

**h) Exercise period and the process of exercise.**

A period of maximum 5 (five) years from the date of Vesting of Options, or such period as may be decided by the Board/ Committee, within which an employee should exercise his right to apply for the Shares against the Vested Option in pursuance of ESOP Scheme 2022.

**i) The Grantee can Exercise the Vested Options within the Exercise Period. The Exercise shall be according to the terms and conditions as determined and set forth under the ESOP Scheme 2022 and the Grant Letter.**

A Vested Option shall be deemed to be validly Exercised only when the Committee/ Board or any other person ratified by the Committee/ Board receives written and signed notice of Exercise ('Exercise Form') from the Grantee/ Beneficiary along with the Exercise Price and applicable taxes. For the purpose of valid Exercise, the Relevant Date shall be the date of notice of Exercise is given to the Company by the Grantee.

The Committee/ Board through the Trust, shall endeavor to ensure that the process of allotment and/ or transfer of the Shares, as applicable, to the Grantee who has validly Exercised his Vested Options is completed within reasonable time from the time of receiving the Exercise Form by the Committee.

**i) Maximum number of options to be issued per employee and in aggregate, if any;**

The maximum number of options that may be granted pursuant to this Scheme shall not exceed 42,91,930 which are equal to 2.73% of the total paid up share capital of the Company.

Further, Grant of Option to identified Employees, during any 1 (one) year, equal to or exceeding 1% (one percent) of the issued capital excluding outstanding warrants and conversions of the Company at the time of Grant of Option, shall be subject to approval of shareholders by way of separate resolution.

**j) Maximum quantum of benefits to be provided per employee under a scheme;**

The Committee or the Board has the power to provide suitable discount as deem fit. However, in case the Exercise price shall not go below the par value of share of the Company in compliance of applicable laws.

Apart from grant of options as stated above, no monetary benefits are contemplated under the ESOP Scheme 2022.

**k) Whether the Scheme is to be implemented and administered directly by the Company or through Trust.**

The Scheme is implemented through Akums Employee Benefit Trust under the supervision of the Committee.

**l) Whether the scheme involves new issue of shares by the Company or secondary acquisition or through Trust.**

The shares have already been issued and allotted to the Akums Employee Benefit Trust. These shares have been duly dematerialized and are listed on the stock exchanges, ensuring compliance with applicable regulatory requirements.

- m) The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms etc;**

Subject to Applicable Laws and approvals, the Company may lend monies to the Trust on appropriate terms and conditions to acquire the Shares through subscription or secondary acquisition, for the purposes of implementation of the ESOP Scheme 2022

- n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the scheme.**

Not Applicable

- o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15.**

The Company shall comply with all applicable laws and regulations related to the accounting of options, including but not limited to the IND AS/Guidance Note on Accounting for Employee Share-based Payments (Guidance Note) and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including any 'Guidance Note on Accounting for employee share-based payments' issued in that regard from time to time and comply with the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI (SBEB & SE) Regulations.

- q) The method which the Company shall use to value its options.**

The Company shall adopt fair market value method for valuation of options.

- r) In case the Company opts for expensing of shares-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value shall be disclosed in the Director's report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Director's report.**

It will be disclosed on occurrence of the requirement.

- s) Terms & conditions for buy back, if any, of specified securities covered under these regulations.**

In case the Shares are not bought by the Promoters or any other Person authorized/ nominated by the Company, then the Company may choose to Buy Back the Shares itself.

In case the Promoter wishes to purchase the Shares (*either on his own or through his affiliate*) or the Company/ Trust wishes to Buy Back the Shares, he / it shall communicate his / its acceptance to the Grantee within 7 days. Upon such communication, the Grantee will be under an obligation to sell the Shares to the Promoters / Promoters affiliate / Company. The Price at which the Promoters / Promoters affiliate/ Company shall buy the Shares shall be the Fair Market Value or any other price as may be mutually agreed between the Parties.

- t) Period of Lock-in**

The shares issued pursuant to the exercise of options shall not be subject to lock-in period.



### **Item No. 3.**

The members are being apprised that ESOP Scheme 2022 of Akums Drugs and Pharmaceuticals Limited was approved by a special resolution passed on March 31, 2022 at the General Meeting of the Shareholders for rewarding its employees of the Company as well as that of Subsidiary Companies. The ESOP Scheme was thereafter amended vide a Board Resolution dated January 17, 2024 and approved by the shareholder resolution dated February 07, 2024 in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited respectively for the benefit of the eligible employees of the Company and the Subsidiary Companies (as defined under Companies Act, 2013) which entitles them to the shares of the Company.

In order to encourage employees to remain with the Company for an extended duration, aligning their interests with the Company’s growth and stability, it is now proposed to vary/ amend vesting period from maximum period of three (3) years from the date of grant of options to maximum period of five (5) years from the date of grant of options as the Board/ Nomination and Remuneration Committee may determine, from time to time.

All other terms of the ESOP Scheme 2022 shall remain unchanged.

None of the Directors or any Key Managerial Personnel of the Company or their immediate relatives are in any way, concerned or interested, either directly or indirectly in passing of the said resolution, except to the extent that the stock options may be granted to any of them pursuant to Akums ESOP Scheme 2022.

The Board thereby recommends passing of the resolutions as set out under Item No 3 of this notice for approval of the members as special resolution.

By Order of the Board  
**For Akums Drugs and Pharmaceuticals Limited**

sd/-  
**Dharamvir Malik**  
Company Secretary & Compliance Officer  
FCS No: 8596

**Date:** 06.02.2025  
**Place:** New Delhi