

NOTICE

NOTICE is hereby given that **Forty-First** Annual General Meeting of the Members of Ajanta Pharma Limited will be held on 30 July 2020 at 3.00 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2020 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial year ended 31 March 2020 together with the Report of the Auditors thereon.
2. To confirm the interim dividend of ₹ 13/- per share as final dividend for the year ended 31 March 2020.
3. To appoint a Director in place of Mr. Mannalal B. Agrawal (DIN: 00073828), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and Regulation 17(1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other approval as may be required, consent of the Company be and is hereby accorded for re-appointment of Mr. Madhusudan B. Agrawal (DIN: 00073872) as the Vice-Chairman of the Company for a period of five years effective from 1 April 2020 on the terms and conditions including remuneration approved by the Board and set out in the Explanatory Statement annexed to this Notice,

and upon the terms and conditions contained in the draft Agreement submitted before the meeting, which agreement be and is hereby specifically sanctioned;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company, the remuneration and perquisites set out in the aforesaid agreement be paid to Mr. Madhusudan B. Agrawal, Vice-Chairman as minimum remuneration, provided that the total remuneration by way of salary, perquisites and any other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V of the Act, as may be provided from time to time;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of the said appointment including remuneration, from time to time and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company for the purpose of giving effect to this resolution."

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, remuneration of ₹ 5.50 lakhs plus Goods & Services Tax and reimbursement of actual travel and out-of-pocket expenses, fixed by the Board for M/s. Sevekari, Khare & Associates, Cost Accountants, for audit of cost records maintained by the company for the financial year ending 31 March 2021, be and is hereby ratified."

By order of the Board of Directors

Gaurang Shah

AVP – Legal &
Company Secretary

20 May 2020

Registered office:
"Ajanta House", Charkop,
Kandivli (West),
Mumbai – 400 067

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), which sets out details relating to Special Business at the meeting, is annexed hereto.
2. Pursuant to Circular No. 14/2020 dated 8 April 2020, Circular No. 17/2020 dated 13 April 2020 and Circular No. 20/2020 dated 5 May 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company's website www.ajantapharma.com
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizer@ajantapharma.com with a copy marked to evoting@nsdl.co.in, at least 48 hours before the commencement of AGM.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 30 July 2020. Members seeking to inspect such documents can send an email to investorgrievance@ajantapharma.com
6. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Director seeking re-appointment at the Annual General Meeting, forms part of this notice and is appended to the notice.
7. The Register of Members and the Transfer Books in respect of the Equity Shares will remain closed from Thursday, 23 July 2020 to Thursday, 30 July 2020 (both days inclusive) for the purpose of AGM.
8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
9. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company's Registrar & Transfer Agents ("RTA") viz., Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 by quoting their Folio number or their DP ID and Client ID number, as the case may be.
10. Members are requested to do following, if not done yet:
 - (i) Provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque, self-attested identity proof and address proof, for remittance of dividend through ECS/NEFT and prevent fraudulent encashment of dividend warrants.
 - (ii) Dematerialise the shares held by them in physical form.
 - (iii) Update Permanent Account Number (PAN) against folio / demat account as also for deletion of name of deceased holder, transmission/transposition of shares.
 - (iv) Members holding shares in dematerialised form are requested to intimate/update all particulars of bank mandates, PAN, nominations, power of attorney, change of address, e-mail address, contact numbers etc. to their Depository Participants (DPs). Members holding shares in physical form are requested to intimate such details to the RTA and file nomination in form SH-13.

11. NRI Members are requested to inform the RTA immediately:-
 - (i) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier and
 - (ii) Change in their residential status and address in India on their return to India for permanent settlement.
12. In terms of Sections 124 of the Act, any dividend remaining unpaid for a period of seven years from the due date of payment and underlying shares are required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the unpaid dividend lying in dividend account of the year 2012-2013 and underlying shares thereon will be transferred to IEPF in September/October 2020 on due date. Fractional amount on account of bonus issue of shares would also be transferred to IEPF in November 2020. Shareholders can visit the company's website www.ajantapharma.com to get the details of unclaimed dividend under the Investors' section and claim the same timely to avoid transfer of the same and underlying shares thereon to IEPF account.
13. Further, pursuant to provisions of section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the underlying shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF authority as notified by the Ministry of Corporate Affairs. In view thereof, after complying with the prescribed procedure, 16,951 shares on which dividend remained to be unclaimed for seven consecutive years, were transferred to IEPF account in 2019. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF - 5 available on www.iepf.gov.in
14. To support the green initiative and as per relaxation given by the Government, only electronic copy of the Annual report for the year ended 31 March 2020 and notice of the 41st AGM are being sent to the members whose mail IDs are available with the Company/DP(s). Physical copy of the report is not sent to anyone. Please note that annual report and notice of the 41st Annual General Meeting are also posted on the website www.ajantapharma.com for download.
15. To protect the environment and disseminate all the communication promptly, members who have not registered their E-mail IDs so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.

a. Registration of email ID for shareholders holding physical shares:

Members of the Company holding Equity Shares of the Company in physical form and who have not registered their email addresses may get their email addresses registered with RTA, Link Intime India Pvt. Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the email/bank registration heading and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and email ID and also upload the image of share certificate in PDF or JPEG format (upto 1 MB).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

b. For temporary registration for demat shareholders:

Members of the Company holding Equity Shares of the Company in demat form and who have not registered their email addresses may temporarily get their email addresses registered with Link Intime India Pvt. Ltd. by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the email registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID/Client ID, PAN, mobile number and email ID. This email ID will be used for sending annual report, notices for general meetings and other corporate communications as permitted.

16. At the thirty-eighth AGM held on 5 July 2017, the members had approved appointment of B S R & Co. LLP., Chartered Accountants (Firm's Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the forty-third AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty-first AGM.
17. Since the AGM will be held through VC in accordance with the Circulars, the route map is not attached to this Notice.

18. Instructions for Members for remote e-voting:

- i. In accordance with the MCA Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ajantapharma.com. 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.
- ii. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs, 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 authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the proceeding of the AGM will be provided by NSDL.
- iii. **The remote e-voting period begins on Monday, 27 July 2020 at 9:00 A.M. and ends on Wednesday, 29 July 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

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

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

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

- A. 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.

- B. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder' section.
- C. A new screen will open. You will have to enter your User ID, your Password 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.

- D. 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***

- E. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was

communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned in note no. 15 of the notice.
- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- G. After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
- H. Now, you will have to click on "Login" button.

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

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

- A. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
 - B. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - C. Select "EVEN" of company for which you wish to cast your vote.
 - D. Now you are ready for e-voting as the Voting page opens.
 - E. 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.
 - F. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- iv. **Instructions for members for e-voting on the day of the AGM are as under:-**
- A. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - B. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
 - C. 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.

D. 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.

v. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to scrutinizer@ajantapharma.com with a copy marked to evoting@nsdl.co.in

vi. 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.

vii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 23 July 2020. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any person who has ceased to be the member of the Company before the cut-off date will not be entitled for remote e-voting or voting at the meeting. Any person, who becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, should follow the same procedure for e-voting mentioned above.

viii. 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 toll free no.: 1800-222-990 or send a request to Ms. Soni Singh, Assistant Manager, NSDL at sonis@nsdl.co.in or evoting@nsdl.co.in or call on 022-24994559.

19. Instructions for members for attending the AGM through VC/OAVM:

i. 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 1,000 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.

ii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

iii. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under [shareholders/members](https://www.evoting.nsdl.com/shareholders/members) login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-voting system of NSDL.

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

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

vi. 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.

vii. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, 28 July 2020 through email on investorgrievance@ajantapharma.com The same will be replied by the Company suitably.

viii. Members who hold shares of the Company as on Thursday, 23 July 2020 being the cut of date for

the AGM, who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID and Client ID/folio number, PAN, mobile number to investorgrievance@ajantapharma.com from Saturday, 25 July 2020 (9:00 a.m. IST) to Tuesday, 28 July 2020 (5:00 p.m. IST).

- ix. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - x. Shareholders who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager - NSDL at pallavid@nsdl.co.in / 022-24994545 or Mr. Sagar Ghosalkar, Assistant Manager - NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.
20. Mr. Alwyn D'Souza, a Practicing Company Secretary, Mumbai (Membership No. 5559 & Certificate of Practice No. 5137) has been appointed as the

Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.

21. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website, www.ajantapharma.com

By order of the Board of Directors

20 May 2020

Gaurang Shah
AVP – Legal &
Company Secretary

Registered Office:
"Ajanta House", Charkop,
Kandivli (West), Mumbai – 400 067

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 4

Mr. Madhusudan B. Agrawal is one of the Promoters of the Company and has been contributing significantly for the growth and development of the Company since its inception. His core competencies in business development, public relation management, corporate affairs management, people management, provide impetus in achieving business development initiatives and other objectives.

Taking into consideration his immense contribution as also the recommendations of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 20 May 2020, re-appointed him as Vice-Chairman for a period of five years effective 1 April 2020, on the terms and conditions including remuneration as set out in the draft agreement and stated hereunder:

A. Remuneration:

Basic Salary: ₹ 1.32 cr. (Rupees One crore thirty two lakhs only) per annum with such increments as the Board may decide from time to time on the recommendations of the Nomination and Remuneration Committee.

B. Perquisites:

In addition to the salary, undermentioned perquisites will be allowed to him subject to the condition that aggregate Salary, Perquisites and Commission of all the Whole-time directors shall not at any time exceed 10% of the net profit of the Company in terms of provisions of Sections 197 and 198 of the Companies Act, 2013 ("the Act"):-

- i. Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Reimbursement of expenses on actuals for the upkeep and maintenance in respect of such accommodation as per Company policy.
- iii. Two cars for use of Company's Business as per Company Car policy.
- iv. Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per Company policy.

- v. Leave Travel Expenses for self and family in accordance with the policy of the Company.
- vi. Fees of one Corporate Club in India (including admission and annual membership fee).
- vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- viii. Leave encashment as per the policy of the Company.
- ix. Personal accident insurance premium as per the policy of the Company.
- x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- xi. Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company.
- xii. Any other allowances, benefits and perquisites as per the Rules applicable to the Senior management of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

C. Commission on net profits:

In addition to the salary, perquisites and allowances as set out above, Mr. Madhusudan B. Agrawal shall be entitled to receive remuneration based on consolidated net profits. Such remuneration based on consolidated net profits of the company will be determined by the Board for each financial year based on recommendations of the Nomination and Remuneration Committee.

- D. The aggregate of remuneration, perquisites and commission as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Section 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the Act or any statutory modification(s) or re-enactment thereof for the time being in force.

- E. Subject as aforesaid, the Vice-Chairman shall be governed by the Rules of the Company as are applicable to the Senior management of the Company from time to time.
- F. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Madhusudan B. Agrawal, as determined by the Board in accordance with the applicable provisions of Schedule V of the Act.

The proposed agreement between the Company and Mr. Madhusudan B. Agrawal is available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day (excluding Saturdays, Sundays and holidays) upto the date of the Annual General Meeting.

Mr. Madhusudan B. Agrawal satisfies all the conditions set out in Section 196 (3) and Schedule V to the Act, for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. This may be treated as a written memorandum setting out the terms of re-appointment of Mr. Madhusudan B. Agrawal under Section 190 of the Act.

Mr. Madhusudan B. Agrawal is a member of the Company's Executive Committee. Other details required to be disclosed in terms of the provisions of the Listing Regulations and Secretarial Standard on General Meetings, forms part of this Notice.

Mr. Madhusudan B. Agrawal is deemed to be interested in the resolution as it pertains to his re-appointment and remuneration payable to him. Other relatives of Mr. Madhusudan B. Agrawal may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

Item no. 5

As per Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall, based on the recommendation of the Audit Committee appoint a cost accountant in practice, for auditing cost records of the Company and fix their remuneration. The remuneration of cost Auditors approved by the Board shall be subject to ratification by the shareholders.

In pursuance thereof, on the recommendation of Audit Committee, the Board has at its meeting held on 20 May 2020 considered and approved appointment of M/s. Sevekari, Khare & Associates, Cost Accountants, for Cost Audit of the cost records maintained by the company for the financial year ending 31 March 2021, at a remuneration of ₹ 5.50 lakhs plus GST as applicable and reimbursement of actual travel and out of pocket expenses, subject to ratification by the members.

None of the Directors and/or Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

By order of the Board of Directors

Gaurang Shah

AVP – Legal &

Company Secretary

20 May 2020

Registered Office:
"Ajanta House", Charkop,
Kandivli (West), Mumbai – 400 067

Details of the Director seeking appointment/re-appointment at Forty-First Annual General Meeting (pursuant to Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings).

Name of Director	Mr. Mannalal B. Agrawal
Date of Birth	26.03.1947
DIN No.	00073828
Date of Appointment	31.12.1979
Expertise in Specific Functional Area	Has been associated with the company since inception and has immensely contributed in growth of the Company. He has expertise in business management, general management, taxation, finance and accounting.
Qualifications:	
(i) Educational	B.Com
(ii) Experience in years	40+
No. of shares held in the company	Nil
Relationship with other Directors and Key Managerial Personnel	Father of Mr. Yogesh M. Agrawal & Mr. Rajesh M. Agrawal and brother of Mr. Madhusudan B. Agrawal
No. of Board meetings attended during FY 2020	Four
Other Directorships in Companies	None
Membership of committees	Audit Committee (Member) Corporate Social Responsibility Committee (Chairman) Stakeholders' Relationship Committee (Chairman)
Terms and conditions of appointment	Non-Executive Director, liable to retire by rotation
Details of remuneration sought to be paid	Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions

Name of Director	Mr. Madhusudan B. Agrawal
Date of Birth	29.03.1955
DIN No.	00073872
Date of Appointment	31.12.1979
Expertise in Specific Functional Area	Business acumen & vision, industry & segment knowledge, international business, general management, leadership & people management, networking & public relation etc.
Qualifications:	
(i) Educational	B.Sc.
(ii) Experience in years	40+
No. of shares held in the company	Nil
Relationship with other Directors and Key Managerial Personnel	Brother of Mr. Mannalal B. Agrawal
No. of Board meetings attended during FY 2020	Three
Other Directorships in Companies	1. Inspira Projects Limited 2. Inspira Infra (Aurangabad) Limited 3. Ajanta Pharma USA Inc. 4. Samta Mines and Minerals Limited 5. Lenexis Foodworks Private Limited 6. Vyata Space Concepts Private Limited 7. Kwera Lands Private Limited 8. Gencrest Private Limited
Membership of committees	Executive Committee (Member) of Ajanta Pharma Limited
Terms and conditions of appointment	Re-appointment as Vice-Chairman of the Company for a period of 5 years w.e.f. 1 April 2020 to 31 March 2025
Details of remuneration sought to be paid	Details provided in explanatory statement to item No. 4 of the AGM Notice, setting out material facts and terms of his appointment

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

As you may be aware w.e.f. 1 April 2020, Dividend Distribution Tax u/s 115-O of the Income-tax Act, 1961 ("the IT Act") payable by domestic companies on declaration of dividend has been abolished. Pursuant to this amendment and certain consequential amendments brought vide Finance Act, 2000, the Company would be under an obligation to deduct tax at source ("TDS") in accordance with the provisions of the IT Act, from dividend distributed on or after 1 April 2020.

Please take note of the below TDS provisions and information/document requirements for each shareholder:

Section 1: For all members - Details that should be completed and /or updated, as applicable

All members are requested to ensure that the below details are completed and /or updated, as applicable, in their respective demat account/s maintained with the Depository Participant/s; or in case of shares held in physical form, with the Registrar & Transfer Agents ("RTA"), M/s. Link Intime India Private Limited.

- I. Valid Permanent Account Number (PAN).
- II. Residential status as per the Act i.e. Resident or Non-Resident for FY 2020-21.
- III. Category of the Member :
 - i. Mutual Fund
 - ii. Insurance Company
 - iii. Alternate Investment Fund (AIF) Category I and II
 - iv. AIF Category III
 - v. Government (Central/State Government)
 - vi. Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII) / Foreign Company
 - vii. FPI/FII: Others [being individual, Firm, Trust, Artificial Juridical Person (AJP), etc.]
 - viii. Individual
 - ix. Hindu Undivided Family (HUF)
 - x. Firm
 - xi. Limited Liability Partnership (LLP)
 - xii. Association of Persons (AOPs), Body of Individual (BOI) or AJP
 - xiii. Trust
 - xiv. Domestic Company
 - xv. Foreign Company
- IV. Email Address
- V. Address

Section 2: TDS provisions and documents required, as applicable for relevant category of Members

Members are requested to take note of the TDS rates and document/s, if any, required to be submitted to the Company for their respective category, in order to comply with the applicable TDS provisions.

I. For Resident Members :

- i. **Mutual Funds:** No TDS is required to be deducted as per section 196(iv) of the IT Act subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.
- ii. **Insurance companies:** No TDS is required to be deducted as per section 194 of the IT Act subject to specified conditions. Self-attested copy of valid IRDA registration certificates needs to be submitted.
- iii. **Category I and II Alternative Investment Fund:** No TDS is required to be deducted as per section 197A of the IT Act subject to specified conditions. Self-attested copy of valid SEBI registration certificates needs to be submitted.
- iv. **Recognised Provident funds:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the IT Act, or Self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
- v. **Approved Superannuation fund:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the IT Act needs to be submitted.
- vi. **Approved Gratuity Fund:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the IT Act needs to be submitted.
- vii. **National Pension Scheme:** No TDS is required to be deducted as per Sec 197A (1E) of the IT Act.

viii. **Government (Central/State):** No TDS is required to be deducted as per Sec 196(i) of the IT Act.

ix. **Any other entity entitled to exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to exemption from TDS needs to be submitted.

x. **Other resident Members:**

a) TDS is required to be deducted at the rate of 7.5% under u/s 194 of the IT Act.

b) No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the financial year to individual shareholder does not exceed ₹ 5000. Normal dividend/s declared in the preceding financial year 2019 - 2020 would be considered as the basis to determine applicability of the said threshold for the entire financial year.

c) No TDS is required to be deducted on furnishing of valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income).

"Form 15G/15H/10F" can be downloaded from <https://www.linkintime.co.in/client-downloads.html> - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"

Duly filled necessary documents can be uploaded at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

d) TDS is required to be deducted at the rate of 20% u/s 206AA of the IT Act, if valid PAN of the shareholder is not available.

e) TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued u/s 197 of the Act, if such valid certificate is provided.

II. For Non-resident Members:

i. **FPI and FII:** TDS is required to be deducted at the rate of 20% plus applicable surcharge and cess) u/s 196D of the IT Act.

ii. **Any entity entitled to exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of the entity being entitled to exemption from TDS needs to be submitted.

iii. **Other non-resident Members:**

a) TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) u/s 195 of the IT Act.

b) Shareholder may be entitled to avail lower TDS rate as per Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, on furnishing the below specified documents

1. Self-attested copy of PAN;
2. Self-attested copy of valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident;
3. Self-declaration in Form 10F; and
4. Self-declaration on letterhead of having no Permanent Establishment in India, Beneficial ownership of shares and eligibility to claim treaty benefits (as per Annexure 1 to this Communication).

c) TDS is required to be deducted at the rate prescribed in valid lower tax withholding certificate issued u/s 197 of the IT Act, if such valid certificate is provided.

Details and/or documents as mentioned above in Section I and Section II, as applicable to the Member, need to be sent, duly completed and signed, through registered email address of the Member with PAN being mentioned in the subject of the email to reach investorgrievance@ajantapharma.com at the earliest.

Section 3: Other general information for the Members:

i. For all self-attested documents, Members must mention on the document "certified true copy of the original". For all documents being sent / accepted by email, the Member undertakes to send the original documents on the request by the Company.

II. In case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Book Closure Date, the registered Member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person.

III. TDS deduction certificate will be sent to the Members' registered email address in due course.

IV. Surcharge rates applicable for financial year 2020 - 21 for non-residents:

a. Non-Resident (other than FII & FPI):

(i) Individual, HUF, AOP, BOI, AJP, Trust

Dividend Income	Rate
Upto ₹ 50 lakhs	Nil
Income exceeds ₹ 50 lakhs but does not exceed ₹ 1 crore	10%
Income exceeds ₹ 1 crore	15%

(ii) Co- operative society or Firm, registered under applicable Indian law

Aggregate Income	Rate
Income exceeds ₹ 1 crore	12%

(iii) Foreign Company

Dividend Income	Rate
Income exceeds ₹ 1 crore but does not exceed ₹ 10 crore	2%
Income exceeds ₹ 10 crore	5%

b. FII & FPI :

(i) Individual, HUF, AOP, BOI, APJ, Trust

Dividend Income	Rate
Upto ₹ 50 lakhs	Nil
Income exceeds ₹ 50 lakhs but does not exceed ₹ 1 crore	10%

Dividend Income	Rate
Income exceeds ₹ 1 crore but does not exceed ₹ 2 crore	15%
Income exceeds ₹ 2 crore but does not exceed ₹ 5 crore	25%
Income exceeds ₹ 5 crore	37%

(ii) Foreign Company

Dividend Income	Rate
Income exceeds ₹ 1 crore but does not exceed ₹ 10 crore	2%
Income exceeds ₹ 10 crore	5%

V. Health and Education Cess of 4% is applicable for financial year 2020 - 2021 for non-residents.

VI. Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of Members on the Book Closure/Record Date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.

VII. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund, if eligible.

VIII. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

Note:

Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

(Refer Section 2(II)(iii)(b)(4) of above Communication on TDS on Dividend Distribution)

Annexure 1

To,

FORMAT FOR DECLARATION FOR CLAIMING BENEFITS UNDER DTAA

Date:

Ajanta Pharma Limited
"Ajanta House", Charkop,
Kandivli (West), Mumbai – 400 067

Email: investorgrievance@ajantapharma.com

Subject: Declaration for eligibility to claim benefit under Double Taxation Agreement between Government of India and Government of <mention country of tax residency> ("DTAA"), as modified by Multilateral Instrument ("MLI"), if applicable

With reference to above, I/We wish to declare as below:

1. I / We, <Full name of the shareholder>, having permanent account number (PAN) under the Indian Income tax Act, <mention PAN >, and holding <mention number of shares held> number of shares of the Company under demat account number/ folio number as on Record date, am / are a tax resident of <country name> in terms of Article 4 of the DTAA as modified by MLI (if applicable) and do not qualify as a 'resident' of India under section 6 of the Indian Income-tax Act, 1961 ("the IT Act"). A copy of the valid tax residency certificate for <period>, which is valid as on the Record Date, is attached herewith.
2. I/We am/are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim treaty rate.
3. I/We am/are the legal and beneficial owner of the dividend income to be received from the Company.
4. I/We do not have a Permanent Establishment ("PE") in India in terms of Article 5 of the DTAA as modified by MLI (if applicable) or a fixed base in India and the amounts paid/payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise.
5. I/We do not have a PE in a third country and the amounts paid/payable to us, in any case, are not attributable to a PE in third jurisdiction, if any, which may have got constituted otherwise.
6. I/We do not have a Business Connection in India according to the provision of section 9(1)(i) of the Act and the amounts paid/payable to us, in any case, are not attributable to business operations, if any, carried out in India.

I/We hereby certify that the declarations made above are true and bonafide. In case in future, any of the declarations made above undergo a change, we undertake to promptly intimate you in writing of the said event. You may consider the above representations as subsisting unless intimated otherwise.

I/we in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me, I will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

For <Mention the name of the payee>

Authorised Signatory

<Name of the person signing>

<Designation of the person signing>

