



(CIN No. L24230MH1979PLC022059)

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Website: www.ajantapharma.com; email: investorgrievance@ajantapharma.com

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE of Postal Ballot is hereby given to the members of Ajanta Pharma Limited (‘the Company’), pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards - 2 (SS-2), and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (‘Listing Regulations’) and other applicable provisions of the Act, Rules, Listing Regulations and the Circulars and Notifications issued thereunder read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No.20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India (‘MCA Circulars’) in view of COVID-19 pandemic, for seeking consent / approval of the resolution for issue of Bonus Shares as set out hereunder.

The proposed ordinary resolution and the explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Alwyn Dsouza (FCS 5559) of Alwyn D’ Souza & Co., Practicing Company Secretaries or failing him Mr. Jay D’Souza (FCS 3058), of Jay D’Souza & Co., Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In accordance with the aforementioned MCA Circulars and Regulation 44 of the Listing Regulations, as amended, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Company has appointed Central Depository Services (India) Limited (‘CDSL’) for providing/facilitating remote e-voting to enable the Members to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.

In the event, the Resolution as set out in the Notice is assented to by requisite majority by means of remote e-voting process, it shall be deemed to have been passed as Special Business at the General Meeting convened in that behalf. The last date of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, 14 May 2022 and ends at 5.00 p.m. (IST) on Sunday, 12 June 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Tuesday, 14 June 2022.

The said results along with the Scrutinizer's Report would be intimated to Bombay Stock Exchange Limited ('BSE') and National Stock Exchange of India Limited ('NSE') where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.ajantapharma.com and on the website of Central Depository Services (India) Limited ('CDSL') www.evoting.cdslindia.com.

SPECIAL BUSINESS:

1. ISSUE OF BONUS SHARES:

To consider and pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued, from time to time, by SEBI and the Reserve Bank of India (“RBI”) and the enabling provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding ₹ 8,54,20,770/- (Rupees Eight crores fifty-four lakhs twenty thousand seven hundred and seventy only) from and out of the Capital Redemption Reserve Account and/or Securities Premium Account and/or General Reserves and/or any other permitted Reserves as per the Audited Financial Statements of the Company for the Financial Year ended on 31 March 2022, for the purpose of issue and allotment of bonus equity shares of ₹ 2/- (Rupees Two only) each, to be credited as fully paid up to the existing Members of the Company holding fully paid up equity shares of ₹ 2/- (Rupees Two only) each of the Company whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1(One) new fully paid-up bonus equity shares of ₹ 2/- (Rupees Two only) each for every 2 (Two) existing fully paid-up equity shares of ₹ 2/- (Rupees Two only) each held by the Members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such Member;

RESOLVED FURTHER THAT with respect to the employee stock options granted and remaining outstanding (whether vested or unvested or unexercised) under the Ajanta Pharma Share Based Incentive Plan 2019 of the Company as on the Record Date to be determined by the Board for this purpose, the Board, on the recommendations of the Nomination and Remuneration Committee, be and is hereby authorised to make a fair and reasonable adjustment to the number of outstanding Options and/or to the Exercise Price, and decide on the grant of such number of additional stock options as bonus stock options to the employees holding such outstanding stock options, in the same proportion as the Bonus Equity Shares are proposed to be issued and allotted to the Members;

RESOLVED FURTHER THAT the bonus stock options to be so granted shall be governed by the SEBI (Share Based Employee Benefits) Regulations, 2014 including any amendments thereto, from time to time and Ajanta Pharma Share Based Incentive Plan 2019 of the Company, as the case may be;

RESOLVED FURTHER THAT the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company, save and except for dividend for which the bonus shares will be entitled on proportionate basis;

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and in case of Members who hold equity shares in dematerialised form, the bonus equity shares be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the equity shares shall be dispatched, within such times as prescribed under the law and by the relevant authorities;

RESOLVED FURTHER THAT no fractions, if any arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the bonus shares, in lieu thereof, shall be allotted by the Board or a Committee to nominee(s), to be appointed by the Board or a Committee thereof, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the company the net sale proceeds thereof after adjusting therefrom the cost and expense in respect of such sale, for distribution to members in proportion to their fractional entitlements;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to the Members who are Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval of the RBI or any other regulatory authority, as may be necessary or applicable;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed, as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution including delegation of any of the powers herein conferred to any Director(s) or any Key Managerial Personnel of the Company;

RESOLVED FURTHER THAT all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board
For Ajanta Pharma Limited

Sd/-
Gaurang Shah
VP – Legal & Company Secretary
Membership No. F-6696

Place: Mumbai
Date: 10 May 2022

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Wednesday, 11 May 2022, ('**Cut-off date**') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.ajantapharma.com, websites of the Stock Exchanges i.e. BSE Limited ('**BSE**') at www.bseindia.com and NSE India Limited ('**NSE**') at www.nseindia.com and on the website of CDSL at www.cdslindia.com.
6. All the material documents referred to in Explanatory Statement, shall be available for inspection through electronic mode from Saturday, 14 May 2022 to Sunday, 12 June 2022, basis the request being sent on investorgrievance@ajantapharma.com, mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, 11 May 2022 being the cut-off date fixed for the purpose.
8. The voting through electronic means only and the e-voting will commence on Saturday, 14 May 2022 at 9:00 a. m. and will end on Sunday, 12 June 2022 at 5:00 p. m. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.

9. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Tuesday, 14 June 2022.
10. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

11. In this Notice, the term “shareholder(s)” and “member(s)” are used interchangeably.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed. The Ordinary Resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, 12 June 2022, being the last date specified by the Company for e-voting.
13. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. Members holding shares in demat mode may update their e-mails ids with their Depository Participants. Members holding physical shares may get their email addresses registered with RTA, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html or 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.

THE INTRUCTIONS OF MEMBERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Saturday, 14 May 2022 at 9:00 a.m. and ends on Sunday, 12 June 2022 at 5:00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 11th May 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members’ resolutions. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service provider (‘ESPs’), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual Members holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Existing Users of who have opted for CDSL’s 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login of Easi / Easiest the user will be also able to see the e-voting Menu. The Menu will have link of ESP i.e. CDSL portal. Click on CDSL to cast your vote. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or ESP i.e. CDSL and you will be re-directed to ESP website for casting your vote during the remote e-voting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Then please follow steps given in point no 1 above. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will

	have to enter your User ID (i.e. your sixteen-digit demat account number held 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 ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you 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 ESP - CDSL and you will be redirected to e-voting website of CDSL for casting your vote during the remote e-voting period.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) **Login method for e-Voting for Physical Members and Members other than individual holding in demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “**Shareholders**” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Members and other than individual Members holding shares in demat
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vi) Shareholders holding shares in physical form will then directly reach Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company **220510004** on which you choose to vote.
- (ix) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

- (xi) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians – Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz.; scrutinizer@ajantapharma.com & investorgrievance@ajantapharma.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

RESOLUTION NO. 1

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Company has sizable free reserves and has a small listed equity. Company’s Act, 2013 and Article 210 of the Articles of Association of the Company permits that, the Company, in General Meeting, may upon recommendation of the Board, approve, capitalisation of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts viz securities premium account and / or capital redemption reserve, and / or any other permissible reserve account(s) by applying the same towards payment of unissued shares to be issued to the existing Members as fully paid up bonus shares.

With a view to reward the existing Members, encouraging the participation of small investors by increasing the liquidity of the equity shares of the Company, and to increase the market capitalisation of the Company, the Board of Directors of the Company, at its meeting held on Tuesday, 10 May 2022, after considering the available reserves and subject to the approval of the Members of the Company and all other requisite approvals, consents, permissions, sanctions, has approved and recommended a Bonus Issue of equity shares in the ratio of 1: 2 i.e. 1 (one) new fully paid- up equity share of ₹ 2/- (Rupees Two only) each for every 2 (Two) existing fully paid-up equity shares of ₹ 2/- (Rupees Two only) each of the Company held by the existing Members as on the ‘Record Date’ to be fixed by the Board, by capitalizing an amount not exceeding ₹ 8,54,20,770/- (Rupees Eight crores fifty-four lakhs twenty thousand seven hundred and seventy only) from and out of the Capital Redemption Reserve Account and / or out of the General Reserves and / or any other permitted Reserves, as per the Audited Financial Statement of the Company for the Financial Year ended on 31 March 2022. The proposed Bonus Issue is not in lieu of dividend.

The bonus issue of equity shares would, inter alia, require fair and reasonable adjustment to the stock options granted and remaining outstanding (whether vested or unvested or unexercised) under the Ajanta Pharma Share Based Incentive Plan 2019 as on the Record Date

to be fixed by the Board for the purpose of determining the entitlement of the Members for the bonus equity shares and/or to the Exercise Price including allotment of such number of additional stock options as bonus stock options to the employees who are holders of such outstanding stock options as on the Record date in the same proportion as the Bonus Equity Shares that are proposed to be issued and allotted to the existing Members. Ajanta Pharma Share Based Incentive Plan 2019 provides for making a fair and reasonable adjustment to the outstanding stock options as mentioned above.

The capitalization of free reserves for the purpose of issue of bonus equity shares require Members approvals in terms of Sections 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The Board of Directors of the Company has recommended the resolution set out at Special Business item no. 1 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolutions upon the terms and conditions set out in this resolution read with the explanatory statement for the same.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 1 of this Postal Ballot Notice, except to the extent of issue and allotment of bonus equity shares to them consequent to their shareholding, if any, in the Company as on the record date.

By order of the Board
For Ajanta Pharma Limited

Sd/-
Gaurang Shah
VP – Legal & Company Secretary
Membership No. F-6696

Place: Mumbai
Date: 10 May 2022