

MARKSANS PHARMA LIMITED

CIN: L24110MH1992PLC066364

Registered Office: 11th Floor, Grandeur, Veera Desai Extension Road, Oshiwara, Andheri (West), Mumbai – 400053

mail: companysecretary@marksanspharma.com , Website: www.marksanspharma.com

ADDENDUM TO NOTICE OF 33rd ANNUAL GENERAL MEETING

To the Members of Marksans Pharma Limited

Notice is hereby given in respect of the business proposed at the 33rd Annual General Meeting of Marksans Pharma Limited (the Company) scheduled to be held on 8th August, 2025 through video conferencing / other audio-visual means (VC), notice of which was sent on 16th July, 2025 along with the Annual Report 2024-25 through permitted mode. Directors wish to propose one additional Special Resolution set out below numbered 8 to the existing Resolutions for your consideration and approval.

The additional resolution no. 8 will also be uploaded in the e-voting system of the Central Depository Services (India) Limited's e-voting portal www.evotingindia.com as well as in the website of Marksans Pharma Limited www.marksanspharma.com and websites of BSE at www.bseindia.com and of NSE at www.nseindia.com.

Please note that e-voting will commence on 5 August, 2025 at 9.00 am and will end on 7 August 2025 at 05.00 p.m.

Resolution No. 8

1. To approve the re-appointment of and remuneration payable to Mr. Mark Saldanha (DIN: 00020983) as the Managing Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company and on the basis of recommendation of Nomination and Remuneration Committee, re-appointment of Mr. Mark Saldanha (DIN: 00020983) as the Managing Director of the Company, not liable to retire by rotation, be and is hereby approved for a further period of Five (5) years with effect from 6th October, 2025 upon the terms and subject to the conditions as set out hereunder:

- (i) Mr. Mark Saldanha will be paid the following remuneration:

Particulars	Amount in Rs. Per Month
Basic Salary	40,00,000.00
Special Allowance	3,41,800.00
Bonus	5,000.00
Provident Fund (12%)	4,80,000.00



Gratuity (4.33%)	1,73,200.00
Total Remuneration Per Month	50,00,000.00
Total Remuneration Per Annum	6,00,00,000.00

(ii) The Board of Directors of the Company shall have liberty to determine such increments in the Basic Salary as it may deem appropriate from time to time.

(iii) Mr. Mark Saldanha shall be entitled to the following Perquisites:

(a) Fully furnished residential house for himself and his family.

(b) Reimbursement of house maintenance expenses together with utilities thereof such as gas, electricity, water, furnishing and repairs, servants allowance, education allowance for dependent children, entertainment and newspaper and periodicals allowance, medical reimbursement, leave travel allowance for himself and his family, club fees and Medical Insurance Policy and Personal accident Policy in accordance with the rules of the Company or as agreed by the Board of Directors.

(c) Membership of club

Admissions fees and monthly subscriptions for not more than one club.

(d) Retirement benefits

Company's contribution to Provident Fund and Super-annuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961. Gratuity Payable in accordance with the rules of the Company and the value of such benefits shall not be included in the computation of limits for remuneration or perquisites as aforesaid.

(e) Use of Car and telephone

Provisions of the Company's car with driver for use on Company's business and telephone at residence and also mobile (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Mark Saldanha shall be subject to deduction of tax as per the provisions of the Income Tax Act."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Mark Saldanha shall not exceed the limit of 7% of net profits of the company in any financial year as computed in accordance with provisions of Section 198 of the Act without seeking any further approval of the Members."

"RESOLVED FURTHER THAT in case in any financial year during the currency of the tenure of Mr. Mark Saldanha, the Company has no profits or its profits are inadequate, the Company will pay



remuneration as specified above as the minimum remuneration, provided that the total remuneration shall not exceed the ceiling as provided in Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to increase or revise the remuneration of Mr. Mark Saldanha during his tenure within the limits laid down in Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013."

"RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company be and are hereby authorized severally to do all such acts, deeds and things as may be required to give effect to the above resolutions."

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

Item No. 8

The tenure of Mr. Mark Saldanha (DIN: 00020983) as Managing Director of the Company will expire on 5th October, 2025. In terms of Section 196 read with Schedule V of the Companies Act, 2013, the Board of Directors of the Company has, on the basis of recommendation of the Nomination and Remuneration Committee and subject to approval of Members of the Company at the ensuing Annual General Meeting, re-appointed Mr. Mark Saldanha, as the Managing Director of the Company for a further period of five (5) years with effective from 6th October, 2025. The re-appointment of and remuneration to Mr. Mark Saldanha has also the approval of the Audit Committee of Directors of the Company.

Mr. Mark Saldanha is a Science Graduate. He has vast experience in the field of production, marketing and finance. Mr. Mark Saldanha is the principal architect of the success and progress of the Company. Under his able, dynamic and manifold leadership, the Company will surely touch new heights of success and higher level of performance in the years to come and will be benefited by his expertise. It is, therefore, necessary in the best interest of the Company to avail his services and guidance for the further progress of the Company. Currently, Mr. Mark Saldanha is also a Director in Marksans Pharma UK Limited, Marksans Holdings Limited, Bell, Sons & Co. (Druggists) Limited, Relonchem Limited, Nova Pharmaceuticals Australasia Pty. Ltd., Marksans Pharma Inc., Time-Cap Laboratories Inc., and Custom Coatings Inc.

Mr. Mark Saldanha is not disqualified from being re-appointed as Managing Director, in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director of the Company. He also satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 for being eligible for the re-appointment.

The remuneration to Mr. Mark Saldanha has been recommended by the Nomination and Remuneration Committee and is in line with the remuneration package that is necessary to encourage good professionals



to important position such as that occupied by Mr. Mark Saldanha and is commensurate with the functions and responsibilities that is being discharged by him.

Accordingly, the resolution in the item no. 8 of the notice for approving the re-appointment of and remuneration to Mr. Mark Saldanha as the Managing Director of the Company upon the terms and conditions as set out in the resolution, is being proposed for consideration of the members.

Brief resume of Mr. Mark Saldanha as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on General Meeting) is given hereinbelow:

1.	Name		Mr. Mark Saldanha (DIN:00020983)	
2.	Date of Birth		18.08.1972	
3.	Age		53 years	
4.	Nationality		Indian	
4.	Profession		Business	
5.	Qualification		Science Graduate	
6.	6.1	Terms and conditions of re- appointment and details of remuneration sought to be paid	As mentioned in the above resolution	
	6.2	Remuneration last drawn		
7.	Brief profile including experience		He has over 24 years of experience in production, marketing and finance. He is the principal architect of the success and progress of the Company. Under his able, dynamic and manifold leadership, the Company rapidly growing to new heights of success and higher level of performance	
8.	Shareholding of the Director		19,84,91,553	
9.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company		Relative of Mrs. Sandra Saldanha	
10.	Date of first appointment on the Board		06.10.2005	
11.	List of other Directorship and membership/Chairmanship of committees of other Boards			
	Board Meetings	Whether attended	Directorships in other Companies	Board Committee Membership/ Chairmanship in other companies



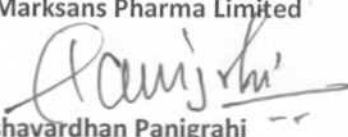
	attended during the year	last AGM		
	4	Yes	Marksans Pharma UK Limited, Marksans Holdings Limited, Bell, Sons & Co (Druggists) Limited, Relonchem Limited, Nova Pharmaceuticals Australasia Pty Ltd., Marksans Pharma Inc., Time-Cap Laboratories Inc. and Custom Coatings Inc.	Nil

Mr. Mark Saldanha is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and therefore, his re-appointment as the Managing Director and remuneration payable will require approval of the Company by a Special Resolution in terms of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

None of the other Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the members.

By Order of the Board of Directors
For Marksans Pharma Limited


Harshavardhan Panigrahi
Company Secretary



25th July, 2025