



Marksans Pharma Ltd.

Marksans Pharma Limited

CIN: L24110MH1992PLC066364

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

Phone.No. 022-40012000 **Fax No.** 022-40012011

E-mail: companysecretary@marksanspharma.com **Website:** www.marksanspharma.com

POSTAL BALLOT NOTICE

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

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, April 29, 2023 at 9:00 a.m. (IST)	Sunday, May 28, 2023 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), to transact the special business as set out below to be passed by the members of Marksans Pharma Limited (“the Company”), through postal ballot by way of remote e-voting process. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

SPECIAL BUSINESS

- 1. To approve re-appointment of Mr. Digant Mahesh Parikh (DIN: 00212589), as an Independent Director of the Company.**

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV

of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Digant Mahesh Parikh (DIN: 00212589), who being eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from March 14, 2023 till March 13, 2028 (both days inclusive).

RESOLVED FURTHER THAT any key managerial personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board of Directors
For **Marksans Pharma Limited**

Harshavardhan Panigrahi
Company Secretary
Membership No.: F11133

Place: Mumbai

Date : April 25, 2023

Registered Office:

11th Floor, Grandeur,
Veera Desai Extension Road,
Oshiwara, Andheri (West),
Mumbai – 400 053.

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reason thereof is annexed hereto and form part of this Postal Ballot Notice ('Notice').
2. The Notice and Explanatory Statement with requisite annexures, have also been made available on the website of the Company at www.marksanspharma.com, relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, and on the website of the e-voting agency viz. Central Depository Services (India) Limited (CDSL) at evoting.cdslindia.com.
3. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the remote e-voting facility is being provided to its members, to enable them to cast their vote electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members on the item of business as set out in this Notice shall be done through remote e-voting only i.e., casting of vote electronically. The Company has availed services of Central Depository Services (India) Limited (CDSL) for this purpose.
4. Members who have not registered their email IDs are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form to submit their request with their valid email IDs to our RTA at investor@bigshareonline.com or companysecretary@marksanspharma.com for receiving all the communications in electronic mode from the Company.
5. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose email addresses are registered with the Company/ RTA/Depository Participants as on **Friday, April 21, 2023** ('**Cut-Off date**'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their vote through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date.
7. The remote e-voting shall commence on **Saturday, April 29, 2023 at 9:00 a.m. (IST)** and shall end on **Sunday, May 28, 2023 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on

the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Members are requested to read carefully the remote e-voting instructions provided in Annexure II.

8. Voting by Postal Ballot through remote e-voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. The voting for this Postal Ballot cannot be exercised through proxy.
9. The Board of Directors of the Company has appointed Mr. Ashish Kumar Jain of M/s A K Jain & Co (Membership No. 6058, Certificate of Practice No. 6124), Practising Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.
10. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman and the result of the e-voting will be announced not later than two working days from the conclusion of e-voting i.e. **on or before Tuesday, May 30, 2023** and will also be displayed on the Company's website at www.marksanspharma.com and intimated to the stock exchanges and RTA.
11. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Sunday, May 28, 2023. Further, resolution passed by the Members through postal ballot is deemed to have been passed as if they are passed at a General Meeting of the Members.
12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company between 11:00 a.m. IST and 1:00 p.m. IST on all working days. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at companysecretary@marksanspharma.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Sunday, May 28, 2023.

EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013]

Item No. 1:

Mr. Digant Mahesh Parikh (DIN: 00212589), was appointed as an Independent Director of the Company in the 26th Annual General Meeting held on September 27, 2018 for a term of 5 (five) consecutive years effective from March 14, 2018 under the provisions of Section 149 and 152 of the Companies Act, 2013 (the Act). The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee, through their circular resolution dated 14th March, 2023 has approved the re-appointment of Mr. Digant Mahesh Parikh (DIN: 00212589) for second term of 5 (five) consecutive years with effect from March 14, 2023 to March 13, 2028, subject to the approval of the Members of the Company.

Further, pursuant to Regulation 17(1C) of the SEBI Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI Listing Regulation), the consent of the members for re-appointment on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Therefore, this resolution is being proposed to be passed by way of Postal Ballot through remote e-voting.

Brief profile and other particulars, required as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure I** forming part of this Notice.

In the opinion of the Board, Mr. Digant Mahesh Parikh fulfils the conditions specified in the Act and the Rules made thereunder for re-appointment as an Independent Director and that he is independent of the management. The Board has formed this opinion based on the following disclosures received from Mr. Digant Mahesh Parikh:

1. Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
2. Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act ;
3. Declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA');
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Accordingly, the approval of Members is being sought for re-appointment of Mr. Digant Mahesh Parikh as an Independent Director, for second term of 5 (five) consecutive years with effect from March 14, 2023 till March 13, 2028, and during his tenure, he shall not be liable to retire by rotation.

The letter of appointment of Mr. Digant Mahesh Parikh setting out the terms and conditions of re-appointment is being made available for inspection of the members as detailed in the Note 12 of this Notice and is also being uploaded on the website of the Company at <http://marksanspharma.com/independent-directors.html>.

The Board of Directors recommends the resolution as set out for approval of the members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Digant Mahesh Parikh and his relatives, are in any way concerned or interested in the resolution as set out in this Notice.

By order of the Board of Directors
For **Marksans Pharma Limited**

Harshavardhan Panigrahi
Company Secretary
Membership No.: F11133

Place: Mumbai

Date : April 25, 2023

Registered Office:

11th Floor, Grandeur,
Veera Desai Extension Road,
Oshiwara, Andheri (West),
Mumbai – 400 053.

ANNEXURE – I

Disclosure as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

Name of the Director	Mr. Digant Mahesh Parikh
DIN	00212589
Date of Birth	23/09/1972
Age	50 years
Date of first appointment on the Board	March 14, 2018
Qualifications	M.B.A in Finance
Brief resume of the Director	Mr. Digant Mahesh Parikh is a Master of Business Administration in Finance. He has over 28 years of experience in diverse industries in areas of Corporate Finance, Strategic Planning and business setup. He is a visiting faculty at leading management schools for the subjects in the field of corporate & retail finance and banking.
Nature of expertise in specific functional areas	Corporate Finance, Strategic Planning and Business Set-up & Scale up
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Strategic Thinking, Planning, Problem Solving, Decision Making, Leadership & Analytical. Mr. Digant Mahesh Parikh with his vast experience of serving as an Independent Director possesses the above mentioned skills required for his role in the Company.
Terms and conditions of re-appointment	Re-appointment as an Independent Director for a period of 5 years with effect from March 14, 2023 to March 13, 2028 (both days inclusive)
No. of Board meetings attended	9 meetings attended out of 9 meetings held during FY 2022-23.
Details of remuneration last drawn (FY 2022-23)	Sitting Fees: Rs. 2,00,000
Directorship held in other companies (excluding foreign & Section 8 companies)	Akansha Consultancy Services Limited
Listed entities from which the person has resigned in the past three years	Nil

Membership/ Chairmanships of Audit Committee and Stakeholders' Relationship Committee of other public Companies:	Nil
Inter-se Relationship between Directors and Key Managerial Personnel of the Company:	None
No. of Shares held in the Company (by Director himself, including shareholding as a beneficial owner, singly or jointly as first holder) as on March 31, 2023 :	Nil

ANNEXURE - II

INSTRUCTIONS FOR REMOTE E-VOTING TO THE SHAREHOLDERS:

- (i) **The e-voting period begins on Saturday, April 29, 2023 at 9:00 a.m. (IST) and ends on Sunday, May 28, 2023 at 5:00 p.m. (IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, April 21, 2023 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 09.12.2020, 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 shareholders, in respect of all shareholders' resolutions.
- (iii) E-voting has been enabled for 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Further, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.
- (iv) Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be</p>

	<p>able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers i.e. CDSL.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.nsdl.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 Marksans Pharma Limited or e-Voting service provider name – CDSL and you will be redirected to CDSL’s website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is</p>

	<p>available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name – Marksans Pharma Limited or e-Voting service provider name – CDSL and you will be redirected to CDSL’s website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>1. 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 – Marksans Pharma Limited or e-Voting service provider name – CDSL and you will be redirected to CDSL’s website for casting your vote during the remote e-Voting period.</p>

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

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

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders 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 shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders 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)	<p>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.</p> <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN **230425002** for Marksans Pharma Limited
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; companysecretary@marksanspharma.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 shareholders to register/ update their e-mail addresses/ mobile nos. with the depositories/ RTA:

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 through Depository.

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.