

Ref: EPL/CS/SE/0035/2024

Date: December 24, 2024

To,

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	BSE Limited P J Towers, Dalal Street, Mumbai - 400 001
Script Symbol: EMCURE	Scrip Code/Symbol: 544210/ EMCURE

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 - Proceedings of Postal Ballot

Pursuant to Regulation 30 read with clause 13 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, we are submitting herewith proceedings of the postal ballot and the certified true copy of the special resolutions passed by the Members of the Company on Monday, December 23, 2024, through the said postal ballot.

You are requested to take the above information on your records.

Thanking you,

For **Emcure Pharmaceuticals Limited**

Chetan Sharma
Company Secretary & Compliance Officer
Membership Number: F8352

Encl.: As above

Emcure Pharmaceuticals Limited

Registered Office: Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune - 411057, Maharashtra, India

Phone Nos.: +91 20 – 35070033/ 35070000 **Fax No.:** +91 20 3507 0060

E-mail: corporate@emcure.com **Website:** www.emcure.com **CIN:** L24231PN1981PLC024251

PROCEEDINGS OF THE POSTAL BALLOT AND CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS OF EMCURE PHARMACEUTICALS LIMITED (“THE COMPANY”) ON MONDAY, DECEMBER 23, 2024 THROUGH POSTAL BALLOT:

In compliance with Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act read with its Rules, as amended from time to time, and in compliance with General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, and 09/2023 dated September 25, 2023, read with other relevant circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Securities and Exchange Board of India (“SEBI”) Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*), approval of the Members of the Company was sought by way of Postal Ballot for:

1. Amendment and ratification of “Emcure - Employee Stock Option Scheme 2013” of the Company; and
2. Ratification of extension of benefits under “Emcure - Employee Stock Option Scheme 2013” of the Company to the employees of a group company including a subsidiary or associate company of the Company, in India or outside India.

The Notice of Postal Ballot dated November 07, 2024 comprising resolutions proposed for approval of the Members and the explanatory statement thereto and reasons thereof, was sent to the Members only through email on Friday, November 22, 2024, whose email addresses were registered with the Depositories (in case of Members holding shares in Demat form) and whose names appeared in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), as on Friday, November 08, 2024 (“cut-off date”).

In compliance with relevant circulars, the Postal Ballot was conducted, by electronic means through the remote e-voting facility and accordingly the Members were required to communicate their assent or dissent through the remote e-voting facility only.

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Further, the Company issued public notice by way of advertisement in the newspapers viz: "Financial Express"- all editions (English) and "Loksatta"- Pune edition (Marathi) on Saturday, November 23, 2024, in respect of Notice of Postal Ballot providing information relating to manner and duration of remote e-voting, manner in which shareholders whose emails addresses are not registered may cast their vote through remote e-voting and manner of registering email address and other required information. The copy of the same was submitted to BSE Limited and National Stock Exchange of India Limited and was also placed on the website of the Company.

The Company provided the remote e-voting facility to enable the Members to cast their vote in electronic mode through the Registrar and Share Transfer Agent of the Company i.e., Link Intime India Private Limited ("Link Intime" or "RTA"). Further, pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on "e-Voting facility provided by Listed Companies", all the individual shareholders holding shares in demat mode were provided with the facility to cast their vote through the remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs).

The remote e-voting was enabled on Sunday, November 24, 2024 at 9:00 a.m. (IST) and was disabled on Monday, December 23, 2024 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares in dematerialized form, as on the cut-off date, were able to cast their votes through remote e-voting on the resolution set out in the Notice of Postal Ballot.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, Ms. Ashwini Inamdar (Membership No. FCS 9409, CP No. 11226) Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, Mumbai, has been appointed as the Scrutinizer by the Board of Directors for conducting the Postal Ballot voting process in a fair and transparent manner. Further the Board also severally authorized the Chairman or Managing Director or the Company Secretary and Compliance Officer of the Company, to receive the Scrutiniser's Report and declare the voting results.

Upon conclusion of the remote e-voting period, the Scrutinizer carried out the scrutiny of votes cast through the remote e-voting on the item of business(es) as set out in the Postal Ballot Notice and submitted her Report dated Tuesday, December 24, 2024 to Mr. Chetan Sharma, Company Secretary and Compliance Officer of the Company, who was authorized by the Board of Directors.

The Scrutinizer in her report, *inter-alia*, confirmed that the Postal Ballot voting process was conducted in a fair and transparent manner. As per the Scrutinizer's report, the resolution has been passed by the Members with requisite majority.

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY WAY OF POSTAL BALLOT THOROUGH REMOTE E-VOTING BY THE MEMBERS OF EMCURE PHARMACEUTICALS LIMITED ON MONDAY, DECEMBER 23, 2024.

AMENDMENT AND RATIFICATION OF “EMCURE - EMPLOYEE STOCK OPTION SCHEME 2013” OF THE COMPANY:

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”) read with Rules made thereunder, and other applicable provisions of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, read with all circulars and notifications issued thereunder (“SEBI (SBEB & SE) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the Equity Shares of Emcure Pharmaceuticals Limited (“the Company”) are listed and such other laws, rules and regulations (*including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force*) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, **Emcure - Employee Stock Option Scheme 2013** (“Emcure ESOS 2013” or “Scheme”) of the Company, as originally formulated and approved by the Board of Directors and the Members on June 05, 2013 and June 14, 2013, respectively, and prior to the listing of Equity Shares of the Company on the Stock Exchanges consequent to the Initial Public Offer (“IPO”) by the Company, amended by the Board and ratified by the Members of the Company on December 11, 2023, be and is hereby approved for amendment in line with the provisions of SEBI (SBEB & SE) Regulations including increase in the aggregate pool size of employee stock options (“ESOPs”) to 94,54,917 (Ninety Four Lacs Fifty Four Thousand Nine Hundred and Seventeen) ESOPs representing 5% of the existing paid-up capital of the Company in pursuance of Emcure ESOS 2013, for grant of ESOPs to the eligible employees defined under the Scheme from time to time and ratified within the meaning of Regulation 12 of SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), being authorised to create, offer, issue, allot ESOPs and to grant ESOPs to the eligible employees in accordance with Emcure ESOS 2013 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

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RESOLVED FURTHER THAT the authority of the Board to create, offer, grant, issue and allot upto 94,54,917 ESOPs, exercisable into 94,54,917 Equity Shares of face value of ₹10/- (Indian Rupees Ten) each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees, whether working in India or out of India, present or future, not exceeding 5% of the paid-up capital of the Company, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the eligible employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the Applicable Laws and regulations in force, be and is hereby approved.

RESOLVED FURTHER THAT the authority granted to the Board of the Company to grant ESOPs pursuant to Emcure ESOS 2013, be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and / or the Board of the Company, be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with Emcure ESOS 2013 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating this resolution, the Board / the Nomination and Remuneration Committee of the Board, be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc. including preferential allotment of shares or qualified institutional placements, requisite adjustments (which may include adjustments to the number of options in Emcure ESOS 2013) shall be appropriately made, in a fair and reasonable manner in accordance with Emcure ESOS 2013.

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RESOLVED FURTHER THAT authority granted to any Director or Key Managerial Personnel of the Company, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution, be and is hereby ratified.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

For, **Emcure Pharmaceuticals Limited**

Chetan Sharma
Company Secretary & Compliance Officer
Membership Number: F8352

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RATIFICATION OF EXTENSION OF BENEFITS UNDER “EMCURE - EMPLOYEE STOCK OPTION SCHEME 2013” OF THE COMPANY TO THE EMPLOYEES OF A GROUP COMPANY INCLUDING A SUBSIDIARY OR ASSOCIATE COMPANY OF THE COMPANY, IN INDIA OR OUTSIDE INDIA:

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”) read with Rules made thereunder and other applicable provisions of the Act and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, read with all circulars and notifications issued thereunder (“SEBI (SBEB & SE) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the Equity Shares of Emcure Pharmaceuticals Limited (“the Company”) are listed and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the extension of benefits of **Emcure - Employee Stock Option Scheme 2013** (“Emcure ESOS 2013”) of the Company, as originally formulated and approved by the Board of Directors Board of Directors and the Members as on June 05, 2013 and June 14, 2013 respectively, and prior to the listing of Equity Shares of the Company on the Stock Exchanges consequent to the Initial Public Offer (“IPO”) by the Company, amended by the Board and ratified by the Members of the Company on December 11, 2023, as detailed in the explanatory statement annexed hereto, to the eligible employees of a group company including a subsidiary or associate company of the Company, in India or outside India, be and is hereby ratified within the meaning of SEBI (SBEB & SE) Regulations, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to create, offer, grant, issue and allot in one or more tranches under Emcure ESOS 2013 at any time to or for the benefit of the eligible employees of a group company including a subsidiary or associate company of the Company, in India or outside India, such number of employee stock options (“ESOPs”) exercisable into Equity Shares of the Company not exceeding 94,54,917 ESOPs exercisable into 94,54,917 Equity Shares of the Company under Emcure ESOS 2013, at such price as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

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RESOLVED FURTHER THAT the Nomination and Remuneration Committee and / or the Board of the Company, be and is hereby authorized to issue and allot Equity Shares upon exercise of options from time to time in accordance with Emcure ESOS 2013 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the authority granted to the Board of the Company to grant ESOPs pursuant to Emcure ESOS 2013, be and is hereby ratified.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the authority of the Board, on behalf of the Company, to make any modifications, changes, variations, alterations or revisions in Emcure ESOS 2013 from time to time or to suspend, withdraw or revive Emcure ESOS 2013 from time to time, as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto, provided that such changes are not detrimental to the eligible employees, and to do all other acts, deeds, matters and things as are necessary to give effect to this resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company in this regard, be and is hereby ratified.

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Key Managerial Personnel of the Company as may be required to give effect to this resolution, be and is hereby ratified.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

For, **Emcure Pharmaceuticals Limited**

Chetan Sharma
Company Secretary & Compliance Officer
Membership Number: F8352

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