



**PHARMAIDS PHARMACEUTICALS LIMITED**

CIN :L52520KA1989PLC173979

**Regd. Office:** Unit #201, Brigade Rubix, 20/14, HMT Factory Road,  
Peenya Plantation, Bangalore 560013 INDIA.

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**POSTAL BALLOT NOTICE**

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through Postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”):

<b>Resolution No.</b>	<b>Particulars</b>
1	Increase in Authorised Share Capital and consequent Alteration of Capital Clause of Memorandum of Association of the Company.
2	Extension of Pharmaids Pharmaceuticals Limited Employee Stock Option Scheme-2024” to the employees of Subsidiary(ies) / Associate(s) of the Company.
3	Extension of Pharmaids Pharmaceuticals Limited Employee Stock Purchase Scheme - 2024” to the employees of Subsidiary (ies) / Associate(s) of the Company.
4	Reappointment of Mr. Venu Madhava Kaparthy (DIN: 00021699) as a Whole time Director designated as an Executive Director.
5	Reappointment of Ms. Mini Manikantan (DIN: 09663184) as a Whole time Director designated as an Executive Director.
6	To approve Material Related Party Transaction limits with Anugraha Chemicals (“The firm”), subsidiary of the Company.
7	To approve Material Related Party Transaction limits with Adita Bio Sys Private Limited (“Adita”), Material Subsidiary of the Company.

8	To approve Material Related Party Transaction limits with Spring Labs (“The firm / Spring”)
9	To approve Material Related Party Transaction with Dr. Shankarappa Nagaraja Vinaya Babu (Chairman and Non-Executive and Non-Independent Director of the Company), being related party of Pharmaids Pharmaceuticals Limited.
10	To approve Material Related Party Transaction with Moki Financial Services, being related party of Pharmaids Pharmaceuticals Limited.
11	To approve Material Related Party Transaction limits between Adita Bio Sys Private Limited (“Adita”) and Siri Labvivo Diet Private Limited (“Siri”), both being subsidiary companies of Pharmaids Pharmaceuticals Limited
12	To approve Material Related Party Transaction limits between Adita Bio Sys Private Limited and Spring Labs, both being subsidiary companies of Pharmaids Pharmaceuticals Limited
13	To approve Material Related Party Transaction limits with Tumkur Trade Center Private Limited (“TTCPL”), being related party of Pharmaids Pharmaceuticals Limited.
14	Approval for Sale/Disposal of land of the Company pursuant to the provisions of Section 180(1)(a) and 188(1) of the Companies Act, 2013 and Regulation 37A(1) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant(“DP”).

The Board has appointed Mr. Kashinath Sahu, Practicing Company Secretary (Membership No. FCS 4790, COP No. 4807), Hyderabad, Practising Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged Central Depositories Services Limited (“CDSL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

<b>Cut-off date for eligibility to vote</b>	<b>Friday, February 14, 2025</b>
<b>Commencement of e-voting</b>	<b>Sunday, February 23, 2025 at 9.00 A.M (IST)</b>
<b>Conclusion of e-voting</b>	<b>Monday, March 24, 2025 at 5.00 P.M (IST)</b>

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Monday, March 24, 2025, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 2 (two) working days from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Monday, March 24, 2025. The Scrutinizer’s decision on the validity of votes cast will be final. The results of the Postal Ballot along with the Scrutinizer’s Report will also be placed on the Company’s website i.e. [www.pharmaids.com](http://www.pharmaids.com) and shall be simultaneously communicated to the Stock Exchanges where the Company’s Equity Shares are listed. The results of the Postal Ballot will also be displayed at the registered office of the Company.

Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of voting, i.e. Monday, March 24, 2025.

## **SPECIAL BUSINESS:**

### **1. Increase in Authorised Share Capital and consequent alteration of Capital Clause of Memorandum of Association of the Company**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactments thereof) and the Rules framed thereunder and in accordance with the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs.45,00,00,000 (Rupees Forty Five crore Only) divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs.10/- each to Rs.1,01,00,00,000 (Rupees One Hundred and One Crore Only) divided into 10,10,00,000 (Ten Crore Ten Lakh) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

**“V. The Authorized Share Capital of the Company is Rs.1,01,00,00,000 (Rupees One Hundred and One Crore Only) consisting of 10,10,00,000 (Ten Crore Ten Lakh) Equity Shares of Rs.10/- each (Rupees Ten each)”**

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary be and are hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority, including but not limited to MCA, SEBI, Stock Exchanges, Banks for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

### **2. Extension of Pharmaids Pharmaceuticals Limited Employee Stock Option Scheme- 2024” to the employees of Subsidiary (ies) / Associate(s) of the Company.**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Special Resolution:*

**“RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force), Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), in accordance with provisions of the memorandum and articles of association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), Stock Exchanges and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders of the Company be and is hereby accorded and authorised the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“NRC”) or its delegated authority to exercise its powers, including the powers conferred by this resolution), to create, issue, offer, grant and allot up to 25,00,000 (Twenty Five Lakh) employee stock options (“Options”) from time to time, in addition to the eligible employees of the Pharmaids Pharmaceuticals Limited (“PPL” / “Company”), to or for the benefit of the eligible employees (present or future) of the Subsidiary(ies) / Associate(s) of the Company (present or future), whether working in India or outside India including any Director, whether Wholetime or otherwise (other than the employee who is promoter or person belonging to promoter group, Independent Directors of the Subsidiary(ies) / Associate(s) and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and on such terms and conditions as may be decided by the Board and permitted under the SBEB Regulations, exercisable into equivalent number i.e. 25,00,000 (Twenty Five Lakh) equity shares of the Company having face of Rs. 10/- (Rupees Ten Only) each (“Equity Share(s)”) under Pharmaids Pharmaceuticals Limited Employee Stock Option Scheme – 2024 (**PPL-ESOS 2024 / Scheme**) at such price or prices, on such terms and conditions as may be decided by the Board in accordance with the provisions of PPL ESOS 2024 and in compliance of SBEB Regulations and applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with PPL ESOS 2024 and such Equity Shares shall rank pari – passu inter-se in all respects with the existing Equity Shares of the Company for all purposes.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under PPL-ESOS 2024 on the Stock Exchange where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger, sale of division/undertaking etc. if any, additional Options are granted/to be granted or equity shares are issued/to be issued by the Company to the Options grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier/to be granted, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the PPL ESOS 2024 are passed on to the eligible employees of the Subsidiary(ies) / Associate(s) of the Company and the above ceiling in terms of number of equity shares / stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Options grantees under PPL ESOS 2024 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**RESOLVED FURTHER THAT** he Board and/or any person as authorised by the Board be and are hereby severally authorized to approve the grant letter, acceptance letter, options agreement, exercise letter, nomination form and other related documents, to grant Options to the employees of the Subsidiary(ies) / Associate(s) of the Company (including deciding the number of Options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the subsidiaries of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in PPL ESOS 2024 or suspend/ withdraw/ revive PPL ESOS 2024 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the Subsidiary(ies) / Associate(s) of the Company.

**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 these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), Company Secretary of the Company as may be required to give effect to these resolutions, be and is hereby ratified.”

**3. Extension of Pharmaids Pharmaceuticals Limited Employee Stock Purchase Scheme - 2024” to the employees of Subsidiary(ies) / Associate(s) of the Company.**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Special Resolution:*

**“RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with rules thereunder and other applicable provisions of the Act and the Rules, MCA circulars and notifications issued thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force), Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), in accordance with provisions of the memorandum and articles of association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), Stock Exchanges and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders of the Company be and is hereby accorded and authorised the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“NRC”) or its delegated authority to exercise its powers, including the powers conferred by this resolution) to create, offer, issue and allot up to 30,00,000 (Thirty Lakh) fully paid-up equity shares of the Company having face value of Rs.10/- (Rupees Ten Only) (“Equity Share(s)”) each from time to time, in addition to the eligible employees of the Pharmaids Pharmaceuticals Limited (“PPL” / “Company”), to or for the benefit of the eligible employees (present or future) of the Subsidiary(ies) / Associate(s) of the Company (present or future), whether working in India or outside India, including any Director, whether Wholetime or otherwise (other than the employee who is promoter or person belonging to promoter group, Independent Directors of the Subsidiary(ies) / Associate(s) and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and on such terms and conditions as may be decided by the Board and permitted under the SBEB Regulations, under Pharmaids Pharmaceuticals Limited Employee Stock Purchase Scheme – 2024 (**PPL-ESPS 2024 / Scheme**) at such price or prices, on such terms and conditions as may be decided by the Board in accordance with the provisions of PPL ESPS 2024 and in compliance of SBEB Regulations and applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of Offer from time to time, in one or more tranches in accordance with PPL ESPS 2024 and such Equity Shares shall rank pari – passu inter-se in all respects with the existing Equity Shares of the Company for all purposes.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under PPL-ESPS 2024 on the Stock Exchange where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger, sale of division/undertaking etc. if any, additional shares are offered/to be offered by the Company to the eligible employees for the purpose of making a fair and reasonable adjustment to the shares issued earlier/to be issued, the Board be and is hereby authorized to do all such acts, deeds, matters and things as fit may deem t in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the PPL ESPS 2024 are passed on to the eligible employees of the Subsidiary(ies) / Associate(s) of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the eligible employees of the Subsidiary(ies) / Associate(s) of the company under PPL ESPS 2024 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub- division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**RESOLVED FURTHER THAT** the Board and/or any person as authorised by the Board be and are hereby severally authorized to approve the grant letter and other related documents, to offer shares to the eligible employees of the Subsidiary(ies) / Associate(s) of the Company (including deciding the number of shares to be offered), to allot Equity Shares upon exercise of offer by the eligible employees of the Subsidiary(ies) / Associate(s) of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in PPL ESPS 2024 or suspend/ withdraw/ revive PPL ESPS 2024 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the subsidiaries/associates of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.



**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 these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), Company Secretary of the Company as may be required to give effect to these resolutions, be and is hereby ratified.”

**4. Reappointment of Mr. Venu Madhava Kaparthy (DIN: 00021699) as a Whole time Director designated as an Executive Director**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Venu Madhava Kaparthy (DIN: 00021699) as a Whole time Director designated as an Executive Director of the Company for a further period of for a period of 3 (three) years, from the expiry of his present term of office, i.e. with effect from May 21, 2025 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, not liable to retire by rotation, upon the terms and conditions as set out in the explanatory statement annexed to this Postal Ballot Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Venu Madhava Kaparthy;

**RESOLVED FURTHER THAT** consent of the Shareholders of the Company is accorded to the Board of Directors of the Company to vary, alter and/ or modify the terms and conditions of the appointment that may be entered into including remuneration payable to Venu Madhava Kaparthy in such manner as may be agreed between the Board and Venu Madhava Kaparthy subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) 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.”

**5. Reappointment of Ms. Mini Manikantan (DIN: 09663184) as Whole time Director designated as an Executive Director**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Ms. Mini Manikantan (DIN: 09663184) as a Whole time Director designated as an Executive Director of the Company for a further period of for a period of 3 (three) years, from the expiry of her present term of office, i.e. with effect from July 09, 2025 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, liable to retire by rotation, upon the terms and conditions as set out in the explanatory statement annexed to this Postal Ballot Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Ms. Mini Manikantan;

**RESOLVED FURTHER THAT** consent of the Shareholders of the Company is accorded to the Board of Directors of the Company to vary, alter and/ or modify the terms and conditions of the appointment that may be entered into including remuneration payable to Mini Manikantan in such manner as may be agreed between the Board and Mini Manikantan subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) 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.”

**6. To approve Material Related Party Transaction limits with Anugraha Chemicals (“The firm”), subsidiary of the Company.**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and any other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids

Pharmaceuticals Limited ('Company'), in suppression of the resolution passed earlier and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Anugraha Chemicals ("the firm"), a subsidiary of the company, on such terms and conditions as may be agreed between the Company and the firm, for an aggregate value up to Rs.75,00,00,000/- (Rupees Seventy Five Crores only) for purchase and sale of goods, receiving and rendering of services and other financial transactions provided in the explanatory statement annexed to this notice for the purpose of business to be entered, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and the firm;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

**7. To approve Material Related Party Transaction limits with Adita Bio Sys Private Limited ("Adita"), Material Subsidiary of the Company.**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and any other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids Pharmaceuticals Limited (‘Company’), in suppression of the resolution passed earlier and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Adita Bio Sys Private Limited (‘Adita’), a material subsidiary company of the Company, on such terms and conditions as may be agreed between the Company and Adita, for an aggregate value up to Rs.42,00,00,000/- (Rupees Forty Two Crores only) for purchase and sale of goods, receiving and rendering of services and other financial transactions provided in the explanatory statement annexed to this notice for the purpose of business to be entered, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and Adita;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**8. To approve Material Related Party Transaction limits with Spring Labs (“The firm / Spring”)**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and any other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids Pharmaceuticals Limited (‘Company’), in suppression of the resolution passed earlier and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Spring Labs (“Spring”), a step down subsidiary of the company, on such terms and conditions as may be agreed between the Company and the Spring, for an aggregate value up to Rs.7,00,00,000/- (Rupees Seven Crores only) for purchase and sale of goods, receiving and rendering of services and other financial transactions provided in the explanatory statement annexed to this notice for the purpose of business to be entered, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and the firm;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**9. To approve Material Related Party Transaction with Dr. Shankarappa Nagaraja Vinaya Babu (Chairman and Non-Executive and Non-Independent Director of the Company), being related party of Pharmaids Pharmaceuticals Limited.**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and any other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids Pharmaceuticals Limited (‘Company’), in suppression of the resolution passed earlier and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) within the limits approved by the members pursuant to Section 180(1)(c) of the Act, in one or more tranches, for an aggregate amount not exceeding Rs.100,00,00,000/- (Rupees Hundred crores only), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, notwithstanding that such borrowings availed or to be availed individually or taken together with previous borrowings availed by the Company from Dr. Shankarappa Nagaraja Vinaya Babu, (‘the Chairman and Non-Executive & Non-Independent Director’) during any financial year exceeds ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual consolidated turnover as per the last audited financial statements of the Company preceding the respective financial year in which such borrowings is availed by the Company, on arm’s length basis, on such terms and conditions as may be agreed between the Company and the Director, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**10. To approve Material Related Party Transaction with Moki Financial Services, being related party of Pharmaids Pharmaceuticals Limited.**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and any other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids Pharmaceuticals Limited (‘Company’), in suppression of the resolution passed earlier and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Moki Financial Services (‘Moki’), a related party of the company, on such terms and conditions as may be agreed between the Company and the Moki Financial Services, for an aggregate value up to Rs.75,00,00,000/-

(Rupees Seventy Five Crores only) for financial transactions including borrowings and lending provided in the explanatory statement annexed to this notice for the purpose of business to be entered, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and the firm;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**11. To approve Material Related Party Transaction limits between Adita Bio Sys Private Limited (“Adita”) and Siri Labvivo Diet Private Limited (“Siri”), both being subsidiary companies of Pharmaids Pharmaceuticals Limited**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and any other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids Pharmaceuticals Limited (‘Company’), in suppression of the resolution passed earlier and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution)



to continue with the existing contract(s) /arrangement(s) / transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, between Adita Bio Sys Private Limited (‘Adita’), Subsidiary of the company and Siri Labvivo Diet Private Limited (“Siri”), Step down Subsidiary of the company, on such terms and conditions as may be agreed between the Adita and Siri, for an aggregate value up to Rs.7,00,00,000/- (Rupees Seven Crores only) for purchase and sale of goods, receiving and rendering of services and other financial transactions provided in the explanatory statement annexed to this notice for the purpose of business to be entered, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Adita and Siri;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**12. To approve Material Related Party Transaction limits between Adita Bio Sys Private Limited (“Adita”) and Spring Labs (“Spring”), both being subsidiary companies of Pharmaids Pharmaceuticals Limited**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and any other

applicable provisions of the Companies Act, 2013 ('Act'), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids Pharmaceuticals Limited ('Company'), in suppression of the resolution passed earlier and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, between Adita Bio Sys Private Limited ('Adita'), a Subsidiary of the company and Spring Labs ("Firm/Spring"), a step down subsidiary of the company, on such terms and conditions as may be agreed between the Adita and Spring, for an aggregate value up to Rs.10,00,00,000/- (Rupees Ten Crores only) for purchase and sale of goods, receiving and rendering of services and other financial transactions provided in the explanatory statement annexed to this notice for the purpose of business to be entered, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Adita and Spring;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**13. To approve Material Related Party Transaction limits with Tumkur Trade Center Private Limited (“TTCPL”), being related party of Pharmaids Pharmaceuticals Limited.**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time and Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and any other applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids Pharmaceuticals Limited (‘Company’), in suppression of the resolution passed earlier and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) /arrangement(s) / transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Tumkur Trade Center Private Limited (“TTCPL”), a related party of the company, on such terms and conditions as may be agreed between the Company and the firm, for an aggregate value up to Rs.50,00,00,000/- (Rupees Fifty Crores only) for purchase and sale of goods, receiving and rendering of services and other financial transactions provided in the explanatory statement annexed to this notice for the purpose of business to be entered, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and the firm;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**14. Approval for Sale/Disposal of land of the Company pursuant to the provisions of Section 180(1)(a) and 188(1) of the Companies Act, 2013 and Regulation 37A(1) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, as Special Resolution:*

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), 188(1) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company and Regulation 37A(1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents and permissions obtained/to be obtained from the appropriate third parties including concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell, transfer, convey, assign or otherwise dispose of the Company's below mentioned immovable property/ies as the case may be, in particular the pieces and parcels of land (hereinafter referred to as “the land parcels”) to Dr. Shankarappa Nagaraja Vinaya Babu, Chairman and Non-Executive & Non-Independent Director of the Company (hereinafter referred as the “Buyer”):

- Land admeasuring 4040.00 sq. mtrs situated at Plot No 47-P2 of Hirehalli Industrial Area, situated in Sy. No. Parts 52 and 53 of Manchakaluppe Village, Urdagere Hobli, Tumkur Taluk and District.
- Land admeasuring 5901 Sq.Mtrs situated at Plot No.47 of Sy.No.53, situated at Manchakaluppe Village, Urdagere Hobli, Tumkur Taluk, Tumkur District.

Land admeasuring 4034.00 Sq. mts. (approx.) situated at plot No. 46 of Hirehalli Industrial Area, situated in Sy. No. parts of 52 and 53 of Manchakaluppe Village, Urdagere Hobli, Tumkur Taluk, Tumkur District.

for a total consideration of about Rs.16,50,00,000/- (Rupees Sixteen Crores Fifty Lakhs only) subject to such terms and conditions as the Board may deem fit in the best interest of the Company and as mutually agreed upon by the Company with the Buyer.

**RESOLVED FURTHER THAT** the Agreement to sell and other related documents, if any, executed by the Board of Directors in connection with the proposed sale of the land parcels with Buyer thereto be and are hereby ratified under Sec. 188(3) and other applicable sections, if any, of the Companies Act. 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such further acts, deeds and things as may be necessary including modifying, finalizing the terms and conditions and executing all such agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from statutory/administrative authorities, financial institutions/banks etc., in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question/difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or Director(s)/ Chief Financial Officer & Company Secretary and/or any of the officers/authorised representatives of the Company, with authorities as required, affixing the Common Seal of the Company on agreement/documents, arranging delivery and execution of Contract, deeds, agreements and instruments.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

**Registered Office:**

Unit 201, 2nd Floor, Brigade Rubix,  
20/14 HMT Factory Main Road, Peenya  
Plantation, Bangalore, Karnataka – 560013  
CIN: L52520KA1989PLC173979  
Website: [www.pharmaids.com](http://www.pharmaids.com)  
Email: [compliance@pharmaids.com](mailto:compliance@pharmaids.com)

**By the Order of the Board of Directors  
For Pharmaids Pharmaceuticals Limited**

Sd/-  
Prasanna Subramanya Bhat  
Company Secretary & Compliance Officer  
Membership No: A48828  
Bengaluru, February 12, 2025

## **NOTES:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on February 14, 2025 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. The Members of the Company whose name appear in the Register of Members or in the Register of Beneficial Owners as received from the Depositories i.e. NSDL/ CDSL as on February 14, 2025, (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email address with (Venture Capital and Corporate Investments private Limited) only shall be entitled to vote in relation to the Resolutions specified in the Postal Ballot Notice.
4. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on February 14, 2025, being the Cut-off Date fixed for the purpose.
5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., March 24, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
6. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website [www.pharmaids.com](http://www.pharmaids.com), on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com), and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
7. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to [compliance@pharmaids.com](mailto:compliance@pharmaids.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period Monday, February

24, 2025 to Monday, March 24, 2025. Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days between Monday, February 24, 2025 to Monday, March 24, 2025.

8. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP).
9. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail Address, Telephone / Mobile Numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the Shares are held in Electronic Form and Registrar / RTA in case the Shares are held in Physical Form.
  - a. **Registration of E-mail for Shareholders holding Physical Shares:** Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: <https://www.vccipl.com/index.html> 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 E-mail and also upload the image of Share Certificate in PDF or JPEG format. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

For Permanent Registration for Demat Shareholders: It is clarified that for permanent registration of E-mail address, Members are requested to register their E-mail address, in respect of Demat holdings with the respective Depository Participant (DP) by follow the procedure as prescribed by the Depository Participant.

- b. **For Temporary Registration for Demat Shareholders:** Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: <https://www.vccipl.com/index.html> 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 E-mail.
- c. **Registration of Bank Details for Physical Shareholders:** Members holding Shares in Physical Form and who have not registered their Bank details can get the same registered with the Registrar, by clicking the <https://www.vccipl.com/index.html> and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, E-mail, along with the copy of the Cheque Leaf with the First named Member as mentioned on the Cheque Leaf containing Bank Name and Branch, Type of Account, Bank Account Number, MICR Details and IFSC code in PDF or JPEG format. It is very important that the Member should submit the request letter duly signed. The Registrar will verify the documents upload and will only take on records for all valid cases. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

10. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed format with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.

11. **Consolidation of Physical Share Certificates:** Members holding Shares in Physical Form, in identical order of Names, in more than One Folio are requested to send to the Company or Registrar, the details of such Folios together with the Share Certificates for consolidating their holdings in One Folio. A Consolidated Share Certificate will be issued to such Members after making requisite changes.

**Instructions for e-voting:**

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "E- Voting Facility provided by Listed Companies", Individual Shareholders holding Securities in Demat mode are allowed to cast their vote through their Demat Account maintained with the Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail in their Demat Accounts in order to access the E-Voting Facility. Pursuant to the above said SEBI Circular, Login method for E- Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat mode CDSL / NSDL is given below.

Type of Shareholders	Type of Shareholders
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. The option will be made available to reach E-Voting page without any further authentication. The URL for Users to login to EASI / EASIEST are <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System MYEASI.</p> <p>2. After successful login to the EASI / EASIEST User will be able to see the E-Voting option for eligible Companies where the E-Voting is in progress as per the information provided by Company. On clicking the E-Voting option, the User will be able to see the E-Voting page of the Evoting Service Provider for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL / NSDL / LINKINTIME etc., 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 the following link: <a href="http://web.cdslindia.com/myeasi/Registration/EasiRegistration">web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on EVoting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the 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 the E-Voting Service Providers.</p>
<p>Individual Shareholders Holding Securities in Demat Mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the E-services website of NSDL. Open web browser by typing the following <a href="https://eservices.nsd.com">URL:https://eservices.nsd.com</a> either on a Personal Computer or on a Mobile. Once the Homepage 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 the E-Voting page. Click on Company name or E-Voting Service Provider name and you will be re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. 2. If the User is not registered for IDeAS E-services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> Select "Register Online for "IDeAS" Portal or Click at at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the homepage 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 hold with NSDL), Password/OTP and a Verification Code as shown</p>

	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 E-Voting Service Provider name and you will be redirected to EVoting Service Provider Website for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.
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 E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your vote during the remote E-Voting period or joining Virtual Meeting and voting during the Meeting.

***Important note: Members who are unable to retrieve User-id/ Password are advised to use Forgot User-id and Forgot Password option available at above mentioned website.***

**Helpdesk for Individual Shareholders holding Securities in Demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
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 the following email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or Contact at 022 -23058738 / 022 - 23058542 – 43
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Call at Toll Free No. 1800 1020 990 and 1800 22 44 30

**Login method for E-Voting for Physical Shareholders and Shareholders other than Individuals holding in the Demat Form**

- The Shareholders should log on to the E-Voting Website: [www.evotingindia.com](http://www.evotingindia.com)
- Click on “SHAREHOLDERS” Module.
- Now enter your User-id i. For CDSL: 16 Digits Beneficiary ID ii. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- d. Next enter the ‘Image Verification’ as displayed and Click on Login.
- e. If you are holding Shares in Demat form and had logged on and had voted on an earlier E-Voting of any Company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

**For Physical Shareholders and other than Individual Shareholders holding Shares in Demat Form**

PAN	Enter your 10-digit alpha–numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) 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)	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.

- g. After entering these details appropriately, click on ‘SUBMIT’ tab.
- h. 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 the 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.
- i. For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- j. Click on the EVSN of the relevant Company (‘Pharmaids Pharmaceuticals Limited’) on which you choose to vote.
- k. 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.
- l. Click on the ‘RESOLUTIONS FILE LINK’ if you wish to view the entire Resolution details.
- m. 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.
- n. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your Vote.

- o. You can also take a print of the votes cast by clicking on ‘Click here to Print’ option on the Voting Page.
- p. 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 and enter the details as prompted by the system.

**Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:**

- Non – Individual Shareholders (i.e., Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: [www.evotingindia.com](http://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 mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: [compliance@oharmaids.com](mailto:compliance@oharmaids.com) if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-62343333. All grievances connected with the facility for Voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), Wing – A, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-62343333.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF THE POSTAL BALLOT**

The following Explanatory Statement sets out the material facts relating to the business mentioned from Item No.1 to 14 of the accompanying Notice of Postal Ballot dated February 12, 2025 and should be taken as forming part of this Notice:

**Item No. 1: Increase in Authorised Share Capital and consequent alteration of Capital Clause of Memorandum of Association of the Company.**

Pursuant to provisions of Section 61 of the Companies Act, 2013 the existing Authorized Share Capital of the Company is **Rs.45,00,00,000/- (Rupees Forty-Five Crore) consisting of 4,50,00,000 (Four Crore Fifty Lakh)** Equity Shares of Rs.10/- each.

In view of the company's requirement of Capital buffer pertinent to corporate action and considering future expansion and development plans, an infusion of additional funds through Share Capital may be required, subject to necessary approvals. Considering all relevant aspects, the Board in its Meeting held on 12.02.2025 had accorded its approval for increasing the Authorised Share Capital to Rs. 1,01,00,00,000/- (Rupees One Hundred and One Crore Only) consisting of 10,10,00,000 (Ten Crore Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten each), ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, the increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

The proposal for increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

The Board recommends the Resolution set out in Item no. 01 for approval of the Members as Ordinary Resolution.

None of the Promoters/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. 01 of this Postal Ballot Notice.

**Item No. 2 and 3: Extension of Pharmaids Pharmaceuticals Limited Employee Stock Option Scheme- 2024" to employees of Subsidiary(ies) / Associate(s) of the Company / Extension of Pharmaids Pharmaceuticals Limited Employee Stock Purchase Scheme - 2024" to employees of Subsidiary(ies) / Associate(s) of the Company.**

The Board of Directors at their meeting held on January 6, 2024 and the shareholders of the Company at their meeting held on January 31, 2024 approved the implementation of the "Pharmaids Pharmaceuticals Limited – Employee Stock Option Scheme 2024 ("PPL ESOS 2024") and the "Pharmaids Pharmaceuticals Limited – Employee Stock Purchase Scheme 2024 ("PPL ESPS

2024”)” (collectively referred as “Schemes”) in due compliance with the prevailing provisions of the Companies Act, 2013 and that of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with relevant circular issued thereunder.

Under the said Schemes, all employees, including those of Subsidiary(ies) / Associate(s) of the Company, in India or outside India, were identified as eligible employees. Further the Board at its meeting on January 06, 2024 designated the Nomination and Remuneration Committee of the Company as Compensation Committee (“Committee”) for the purpose of administration and implementation of the Schemes.

Please be informed that, as on the date of this notice, the Company has not allotted or granted any options/shares to any of the identified eligible employees under the Schemes. The Company is currently in the process of obtaining in-principle approval from the Stock Exchange for the issuance of the same under the Approved Schemes.

As per Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, along with Section 62 and other relevant provisions of the Companies Act, 2013, shareholder approval through a separate Special Resolution is required to Grant of option, shares or other benefits, as the case may be, to employees of subsidiary or holding company.

The management considers that the employee retention, attracting new talent and aligning interest of individual employees with that of the Company is vital to achieve the growth plans. The Company’s operations have increased with increase in number of group companies who all on consolidated basis contribute greatly to the growth and creating value to the Company. The management and administration of all the group companies including subsidiaries and step down subsidiaries including partnership firm are governed by the Company, making it imperative to share the value added to the Company with the employees of PPL group to keep them motivated and aligned with the interest of the Company.

In the light of the above, the management proposes to extend the benefits of PPL ESOS 2024 and PPL ESPS 2024 including the issuance of Options and shares thereunder to and for the benefit of present and future eligible employees of the present and future Subsidiaries of the Company and Associate Companies. Furthermore, the Company will recover the cost of option(s) and share(s) offered from the respective present and future Subsidiary (ies) and Associate (s) to whose employees, the stock options/shares of the Company are granted/issued. The Subsidiaries and Associate companies do not have any Employee Stock Option Plan of their own.

The Board of Directors on the basis of recommendation of Nomination and Remuneration Committee and considering the above mentioned objectives, at their meeting held on February 12, 2025 approved to grant of options under Pharmaids Pharmaceuticals Limited —Employee Stock Option Scheme, 2024 (“PPL ESOS 2024”) and offer of shares under Pharmaids Pharmaceuticals Limited —Employee Stock Purchase Scheme, 2024 (“PPL ESPS 2024”) from time to time, in one or more tranches to the eligible employees of its present and future Subsidiary(ies) / Associate(s) of

the Company within the limit prescribed in the Scheme in accordance with the applicable laws. The Scheme shall be implemented and administered directly by the Company not through Trust.

In terms of Regulation 6(3)(c) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62 and other applicable provisions of the Companies Act, 2013, approval of the shareholders by way of separate Special Resolution is required for grant/offer of options/shares to the identified eligible employees of the Subsidiaries and associate companies as may be determined by the Compensation Committee under the Schemes. Accordingly, Special Resolutions set out at Item No. 2 and 3 are seeking your approval for the said purposes respectively.

The Salient features of the PPL ESOS 2024 and PPL ESOS 2024 as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall remain the same as originally approved and are reproduced again in terms of SEBI SBEB Regulations as under:

<b>a</b>	<b>Brief description of the Scheme</b>	<p>The Scheme contemplates grant of options to the eligible employees of the company with a view to reward the talents, motivate the workforce, create an employee ownership culture, attract and retain talents and ensure sustained growth.</p> <p>After vesting of options, the employees earn a right, but not an obligation, to exercise the vested options within the exercise period and obtain equity shares of the company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.</p> <p>The Nomination, Remuneration of the company shall act as Compensation Committee for the supervision of Scheme and shall administer the Scheme under the guidance of the Board. All questions of interpretation of the Scheme shall be determined by the Committee as per the terms of the Scheme.</p>
<b>b</b>	<b>Total number of options to be offered and granted</b>	<p>Total number of employee stock Options (“Options”) shall not exceed such number of Options that convert into maximum 25,00,000 fully paid-up Shares (or such other adjusted figure/number for any reorganization of capital structure undertaken in accordance with the</p>

		<p>Scheme) in the Company, having face value of INR 10/- (Rupees Ten Only) each.</p> <p>Unless otherwise determined by the Committee, if an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the pool of Options and shall become available for future Grants, subject to compliance with the provisions of the applicable laws.</p>
<b>c</b>	<b>Identification of classes of Employees entitled to participate and be beneficiaries in the scheme</b>	<p>Following classes of employees (“Employee”) are entitled to participate in Plan:</p> <ol style="list-style-type: none"> <li>a. A permanent employee of the Company and of group company including Permanent Employees of Subsidiary Company(ies), and Associate Company(ies), in India or outside India;</li> <li>b. A director of the Company, whether a Whole time director or not, including a non-executive director. as on the Offer Date; and</li> <li>c. A director of the group company, whether a Whole time director or not, including a non-executive director as on the Offer Date.</li> </ol> <p><b>But does not include:</b></p> <ol style="list-style-type: none"> <li>a. an employee who is a promoter or belongs to the promoter group; or</li> <li>b. a director of the group company, who is promoter or member of the promoter group;</li> <li>c. a director, who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (Ten percentage) of the outstanding Shares of the Company;</li> <li>d. all those Employees who are on cessation/suspension immediately prior to the Offer Date or</li> <li>e. any other person(s) as determine by the Committee from time to time.</li> </ol>
<b>d</b>	<b>Requirements of vesting and period of vesting</b>	<p>The Options granted to any Employee shall vest as determined by the Nomination and Remuneration Committee subject to minimum vesting period of 1</p>



		<p>year from the date of grant of option, in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.</p> <p>However, in the event of death or permanent disability, Options shall vest as may be determined by the Committee in this regard and in accordance with the SEBI SBEB Regulations.</p>
<b>e</b>	<b>Maximum period within which the Options shall be vested</b>	All the stock options granted on any date shall vest not later than 3 years from the date of grant of stock options subject to conditions, if any, mentioned in the Grant Letter.
<b>f</b>	<b>Exercise price or pricing formula</b>	<p>The exercise price shall be determined on the date of the grant as may be decided by the Nomination and Remuneration Committee at its discretion from time to time and shall be as provided under the Options Agreement. However, the Exercise Price shall not be less than the face value of the Shares.</p> <p>The exercise price may be different for different employees or classes thereof.</p>
<b>g</b>	<b>Exercise period and the process of exercise</b>	<p>The Exercise Period shall commence from the date of vesting and be valid for a maximum of 3 years, as more fully provided under the Options Agreement. The Committee may decide to alter the Exercise period.</p> <p>The Grantee shall make an application in writing to the Committee in the prescribed format, for the issuance of Shares against the Options, subject to payment of Exercise Price, applicable taxes and compliance of other requisite conditions of Exercise.</p> <p>The stock option will lapse if not exercised within the specified exercise period.</p>
<b>h</b>	<b>Appraisal process for determining the eligibility of Employees under Scheme</b>	The appraisal process for determining the eligibility shall be decided from time to time by the Nomination and Remuneration Committee. The criteria for appraisal will be on the basis of their exemplary/ exceptional performance during the

		performance period as evaluated by the appraising authority and confirmed by the Committee shall be termed as eligible Employee.
<b>i</b>	<b>Maximum number of options to be issued per employee and in aggregate</b>	The number of options that may be granted to any specific employee of the Company or of its Subsidiary(ies) / Associate(s) under the PPL ESOS 2024 shall not exceed at the time of Grant during any 1 (One) year 1,00,000 Shares or 1% percentage of the total paid-up capital (applicable only in case of Eligible Directors) of the Company of face value of Rs. 10/- each of the Company.
<b>j</b>	<b>Maximum quantum of benefits to be provided per employee under the Scheme</b>	There is no contemplation of benefit other than grant of options under the PPL ESOS Scheme 2024.
<b>k</b>	<b>Whether the Scheme is to be implemented and administered directly by the Company or through a trust</b>	The Scheme shall be implemented and administered directly by the Company, through Committee and not through Trust.
<b>l</b>	<b>Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both</b>	The Scheme involves only new issue of shares by the Company against exercise of vested Options.
<b>m</b>	<b>Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.</b>	Not Applicable since the Scheme are proposed to be implemented directly by the Company.
<b>n</b>	<b>Maximum percentage of secondary acquisition</b>	Not Applicable since the Scheme are proposed to be implemented directly by the Company.
<b>o</b>	<b>Accounting and Disclosure Policies</b>	The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options and Accounting Standard IND AS 102 on Share based payments and / or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.
<b>p</b>	<b>The method which the company shall use to value its options</b>	The Company shall adopt fair value method for valuation of the Options as prescribed under guidance note or under any relevant accounting

		standard notified by the appropriate authorities from time to time.
<b>q</b>	<b>Declaration</b>	As the Company is adopting fair value method, there is no requirement to compute the difference between intrinsic value and face value. Therefore, there is no requirement for disclosure in director's report.
<b>r</b>	<b>Period of lock-in</b>	<p>The Shares allotted upon exercise of stock options under the Scheme are not subject to any lock in Period. Subject to the Applicable Laws, the Committee is authorized to impose lock-in period/ exempt lock-in period on the Shares.</p> <p>However, the same shall be subject to such restrictions as may be prescribed under applicable laws including the Company's Code of Conduct for prevention of Insider Trading, to regulate, monitor and report trading by insiders, under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.</p>
<b>s</b>	<b>Terms and conditions for buyback, if any, of specified securities covered granted under the Plan</b>	Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities granted under the scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Salient features of the PPL ESPS 2024 as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:

<b>a</b>	<b>Brief description of the Scheme</b>	<p>The Scheme contemplates grant of shares to the eligible employees of the company for their performance and with a view to retain their talent for the long-term growth and profitability of the Company.</p> <p>The Company shall issue the offer of purchase of Shares to the eligible employees, which may be accepted by them within the offer period. Upon acceptance of the offer, the eligible employees shall be required to make payment of the purchase price and applicable taxes.</p>
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		<p>The shares issued under this Scheme shall be subjected to a lock-in period of 1 year. The Eligible employee shall not be allowed to transfer, sell, hypothecate, create any charge or to alienate in any other form during the lock-in period.</p> <p>The Nomination, Remuneration of the company shall act as Compensation Committee for the supervision of Scheme and shall administer the Scheme under the guidance of the Board. All questions of interpretation of the Scheme shall be determined by the Committee as per the terms of the Scheme.</p>
<b>b</b>	<b>Total number of shares to be offered</b>	<p>30,00,000 (Thirty Lakh) Equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each fully paid-up would be available for offer under the Scheme.</p> <p>As per the SEBI SBEB Regulations, in case of any corporate action(s) such as sub division, consolidation of Shares, rights issues, bonus issues, reorganization of capital structure of the Company and others, the Committee shall adjust the number of Shares available for offer and purchase price payable by the eligible employees in such a manner that the total value of Shares available for offer remain the same after any such corporate action(s).</p>
<b>c</b>	<b>Identification of classes of Employees entitled to participate and be beneficiaries in the scheme</b>	<p>Following classes of employees (“Employees”) are entitled to participate in Plan:</p> <ol style="list-style-type: none"> <li>a. an employee as designated by the Company, who is exclusively working in India or outside India; or</li> <li>b. a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</li> <li>c. an employee as defined in sub-clauses (a) or (b), of a Subsidiary(ies) / Associate(s) of the</li> </ol>

		<p>company, in India or outside India, but does not include:</p> <p>(i) an employee who is a promoter or belongs to the promoter group.</p> <p>(ii) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.</p>
<b>d</b>	<b>Requirements of vesting and period of vesting</b>	NA
<b>e</b>	<b>Maximum period within which the Options shall be vested</b>	NA
<b>f</b>	<b>Purchase price or pricing formula</b>	<p>The Exercise Price of any share offered under the scheme shall be the price for Exercise of Options as determined by the NRC which shall not be less than the face value of the equity shares.</p> <p>Once granted, the Exercise Price of the Options may be varied by the NRC to account for any mergers, bonus issue, rights issue, share consolidation or stock splits etc.</p>
<b>g</b>	<b>Offer period and the process of acceptance of offer</b>	<p>Offer Period is minimum for 12 months subject to maximum of 6 years from the date of offering of shares under this scheme.</p> <p>The Eligible employees to whom the offer has been made shall subscribed/exercise the Offer in one or more tranches during the offer period unless Nomination and Remuneration Committee decide otherwise.</p> <p>The offer will lapse if not exercised within the specified exercise period. The Nomination and Remuneration Committee on its discretion can extend the offer period.</p>
<b>h</b>	<b>Appraisal process for determining the eligibility of Employees under Scheme</b>	The Employees satisfying the eligibility criteria or those identified on the basis of their exemplary/ exceptional performance during the performance period as evaluated by the appraising authority and confirmed by the Committee shall be termed as eligible Employee.

		The quantum of Shares will vary depending on the designation, level and grade.
<b>i</b>	<b>Maximum number of Shares to be offered and issued per employee and in aggregate</b>	The maximum number of Shares that may be Offered in one or more tranches under the Scheme shall not exceed 10,00,000 Shares per employee and, the aggregate shall not exceed 30,00,000 shares.
<b>j</b>	<b>Maximum quantum of benefits to be provided per employee under the Scheme</b>	There is no contemplation of benefit other than offering Shares under the PPL ESPS Scheme 2024. In this context, the maximum benefit shall be the maximum number of Shares that can be offered as stated above.
<b>k</b>	<b>Whether the Scheme is to be implemented and administered directly by the Company or through a trust</b>	The Scheme shall be implemented and administered directly by the Company, through Committee and not through Trust.
<b>l</b>	<b>Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both</b>	The Scheme involves only new issue of shares by the Company.
<b>m</b>	<b>Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.</b>	Not Applicable since the Scheme are proposed to be implemented directly by the Company.
<b>n</b>	<b>Maximum percentage of secondary acquisition</b>	Not Applicable since the Scheme are proposed to be implemented directly by the Company.
<b>o</b>	<b>Accounting and Disclosure Policies</b>	The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options and Accounting Standard IND AS 102 on Share based payments and / or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.
<b>p</b>	<b>Declaration</b>	As the Company is adopting fair value method, there is no requirement to compute the difference between intrinsic value and face value. Therefore, there is no requirement for disclosure in director's report.

q	<b>Period of lock-in</b>	<p>The shares issued under this Scheme shall be subjected to a lock-in period of 1 year or such other period prescribed under SEBI SBEB Regulations. The Eligible employee shall not be allowed to transfer, sell, hypothecate, create any charge or to alienate in any other form during the lock-in period.</p> <p>In case of merger or amalgamation of the Company with another company during the Lock-in period, pursuant to which employees are entitled to receive shares in the new company, the lock-in period already undergone in respect of shares of the transferor company shall be adjusted against the lock-in period.</p> <p>Further that in the event of the death or permanent incapacity of an employee, the requirement of lock-in shall not be applicable from the date of death or permanent incapacity.</p>
r	<b>Terms and conditions for buyback, if any, of specified securities covered offered under the Scheme</b>	<p>Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.</p>

The Board is of the opinion that the resolution stated in the accompanying Notice is in the best interest of the Company and its Members and, hence the Board recommends the Special Resolutions set out in item Nos. 2 to 3 of this Notice for approval of shareholders.

None of the Promoters, Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of share/options which may be granted/offered to them, if any under the schemes.

**Item No. 4: Reappointment of Mr. Venu Madhava Kaparthy (DIN: 00021699) as a Whole time Director designated as an Executive Director.**

Mr. Venu Madhava Kaparthy (DIN: 06362438) is currently an Executive Director of the Company and a Member of the Audit Committee and Stakeholders Relationship Committee. The Board of Directors, at its meeting held on May 21, 2022, had appointed Mr. Venu Madhava Kaparthy as a Whole Time Director of the Company, not liable to retire by rotation, for a period of 3 (three) years with effect from May 21, 2022. Subsequently, at the 33<sup>rd</sup> Annual General Meeting of the Company held on August 20, 2022, the Members had approved the appointment and terms of remuneration of

Mr. Venu Madhava Kaparthy as a Whole Time Director of the Company. Venu Madhava Kaparthy current term as Whole Time Director ends on May 20, 2025.

The Board of Directors, at its meeting held on February 12, 2025 based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of Members and based on skills, experience, knowledge and performance evaluation, proposes to re-appoint Mr. Venu Madhava Kaparthy, as a Whole Time Director, not liable to retire by rotation and designated him as Executive Director of the Company for a further period of 3 years with effect from May 21, 2025.

**Terms and Conditions of the re-appointment including remuneration payable to Mr. Venu Madhava Kaparthy are as under:**

### **1. Tenure of the appointment**

The re- appointment of Mr. Venu Madhava Kaparthy as Whole Time Director, not liable to retire by rotation and as an Executive Director of the Company for a further period of 3 years with effect from May 21, 2025.

### **2. Nature of Duties**

Mr. Venu Madhava Kaparthy as an Executive Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him and in the best interests of the business of the Company and the business of one or more of its subsidiaries, including performing duties as assigned to the Executive Director subsidiaries or any committee of such a company, if any.

Mr. Venu Madhava Kaparthy undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time.

### **3. Remuneration**

- a. **Overall remuneration:** Mr. Venu Madhava Kaparthy (DIN 00021699) shall be paid a remuneration (i.e. salary, perquisites and commission) upto Rs. 5,00,000/- (Rupees Five Lakhs Only) per month.
- b. **Minimum remuneration:** In the event of inadequacy or absence of profits in any financial year, during the tenure of his office, he shall be paid the above remuneration, as minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act and in accordance with the provisions of the Companies Act.



- c. The composition of the remuneration payable to Mr. Venu Madhava Kaparthy (DIN 00021699) may be varied as desired by him and accepted by the Board and Nomination & Remuneration Committee of the Company.

#### 4. Other matters:

- a. The Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secure creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company before obtaining the approval of the Members.

#### Additional Information

Pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year during the tenure of the Managing Director or Whole Time Director, the Company has Nil Profits or the Profits are inadequate, the following additional information is required to be submitted to the shareholders.

#### Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

General Information												
i	Nature of Industry	The Company is a pharmaceutical company in the business of trading and manufacturing of Generics, Bulk Drugs and Intermediaries, etc.										
ii	Date of expected date of commencement of commercial production	The Company has already commenced its commercial operations.										
iii	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable										
iv	Financial performance based on given indicators	As per published audited financial results of the Company for the financial year ended March 31, 2024; <table border="1" data-bbox="718 1713 1412 2016"> <thead> <tr> <th>Particulars</th> <th>(in lakhs)</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>82.27</td> </tr> <tr> <td>(Loss) as per the Statement of Profit and Loss</td> <td>(494.98)</td> </tr> <tr> <td>Profit as computed under Section 198 of the Act</td> <td>N.A.</td> </tr> <tr> <td>Net Worth</td> <td>7,106.09</td> </tr> </tbody> </table>	Particulars	(in lakhs)	Total Income	82.27	(Loss) as per the Statement of Profit and Loss	(494.98)	Profit as computed under Section 198 of the Act	N.A.	Net Worth	7,106.09
Particulars	(in lakhs)											
Total Income	82.27											
(Loss) as per the Statement of Profit and Loss	(494.98)											
Profit as computed under Section 198 of the Act	N.A.											
Net Worth	7,106.09											

v	Foreign Investments or collaborations, if any	Not Applicable
Information about the appointees:		
1.	Background details and Experience	Mr. Venu Madhava Kaparthy, is a Qualified Chartered Accountant and Cost Accountant, having experience with more than 2+ decades dealing with the Banking and Finance Industry. He has vast experience in the field of Audit, Assurance, Tax, ERP, Corporate Treasury, Investment Banking. He has held senior positions in large organisations like ITC Limited, Britannia Industries Limited, Praxair India Private Limited, Makven Capital Private Limited, Bioneds India Private Limited. In his past role as CFO of Bioneds India Pvt. Ltd., he was instrumental in working closely with the Board and enhancing the overall business and Shareholder value significantly.
2.	Past Remuneration (p.a.)	Past remuneration during the financial year ended March 31, 2024: Rs.44,00,000/- p.a.
3	Job Profile and his suitability	The following is the Job profile and responsibilities: <ul style="list-style-type: none"> <li>• To head the business development team to ensure the sustainability of the organization</li> <li>• Recruit key management and technical personnel</li> <li>• To prepare a business plan and strategy</li> <li>• To take care of Mergers &amp; Acquisitions Considering his past experience, Mr. Venu Madhava Kaparthy is aptly suitable to be appointed as an Executive Director of the Company.</li> </ul>
4.	Remuneration proposed (p.a.)	Rs.60,00,000/- (p.a)
5.	Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Taking into consideration the nature of the industry and size of the Company, the profile of the director, the responsibilities associated with such position and the industry benchmark, the remuneration proposed to be paid to the director is commensurate with the remuneration structure in other companies and in conformity with the industry norms, considering the knowledge domain, skill sets and expertise they bring to the Company.
6	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Besides the remuneration proposed to be paid to him, Venu Madhava Kaparthy does not have any other pecuniary relationship with the Company or relationship with the managerial personnel. He is currently holding 8,76,300 Equity Shares of the Company as on the date of this notice

<b>Other Information</b>		
1.	Reasons of loss or inadequate profits	The Company has grown positively in the past few years. however, it will take some more time for the Company to grow fully and become a market leader in this sector. Also, the overheads of the Company are currently high and will come down gradually with increase in the order book of the Company.
2.	Steps taken or proposed to be taken for improvement	Focus would be on stabilizing existing projects and new business acquisitions for organic and inorganic growth in the similar line of business or otherwise.
3.	Expected increase in productivity and profits in measurable terms	The revenue of the Company has increased comparatively during the last few financial years. The Company hopes a further increase in the revenue and profits by improved margins in next financial year.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No. 4 is now being placed before the members for their approval by way of Ordinary Resolution.

Mr. Venu Madhava Kaparthy satisfies all conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for his re-appointment and has given his individual consent to act as Director. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Venu Madhava Kaparthy, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “**Annexure**” to this Postal Ballot Notice.

Mr. Venu Madhava Kaparthy is interested in the resolution set out at Item No. 4 of this Postal Ballot Notice with regard to his re-appointment. Relatives of Mr. Venu Madhava Kaparthy may be deemed to be interested in the resolution 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 resolution.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V of the Act, as amended, and based on the recommendations of the Board and the Nomination and Remuneration Committee, the approval of the Shareholders is being sought by way of Ordinary Resolution for appointment and terms of remuneration of Venu Madhava Kaparthy as Executive Director. The Board commends the Ordinary Resolution set out in the Postal Notice for the approval by Shareholders of the Company.

**Item No. 5: Reappointment of Ms. Mini Manikantan (DIN: 09663184) as a Whole time Director designated as an Executive Director.**

Ms. Mini Manikantan (DIN: 09663184) is currently an Executive Director of the Company and a Member of the Stakeholders Relationship Committee. The Board of Directors, at its meeting held on July 09, 2022, had appointed Mini Manikantan as a Whole Time Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from July 09, 2022. Subsequently, at the 33<sup>rd</sup> Annual General Meeting of the Company held on August 20, 2022, the Members had approved the appointment and terms of remuneration of Mini Manikantan as a Whole Time Director of the Company. Mini Manikantan current term as Whole Time Director ends on July 08, 2025.

The Board of Directors, at its meeting held on February 12, 2025 based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of Members and based on skills, experience, knowledge and performance evaluation, proposes to re-appoint Mini Manikantan, as a Whole Time Director, liable to retire by rotation and designated her as Executive Director of the Company for a further period of 3 years with effect from July 09, 2025.

**Terms and Conditions of the re-appointment including remuneration payable to Mini Manikantan are as under:**

**1. Tenure of the appointment**

The re- appointment of Mini Manikantan as Whole Time Director, liable to retire by rotation and as an Executive Director of the Company for a further period of 3 years with effect from July 09, 2025 to July 08, 2028.

**2. Nature of Duties**

Mini Manikantan as an Executive Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and exercise such powers as may be assigned to her and in the best interests of the business of the Company and the business of one or more of its subsidiaries.

Mini Manikantan undertakes to employ the best of her skill and ability and to make her utmost endeavours to promote the interests and welfare of the Company and conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to her from time to time.

**3. Remuneration**

- a. Overall remuneration:** Mini Manikantan (DIN 09663184) shall be paid a remuneration (i.e. salary, perquisites and commission) upto Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month.

- b. Minimum remuneration:** In the event of inadequacy or absence of profits in any financial year, during the tenure of her office, she shall be paid the above remuneration, as minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act and in accordance with the provisions of the Companies Act.
- c.** The composition of the remuneration payable to Mini Manikantan may be varied as desired by her and accepted by the Board and Nomination & Remuneration Committee of the Company.

**4. Other matters:**

The Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secure creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company before obtaining the approval of the Members.

**Additional Information**

Pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year during the tenure of the Managing Director or Whole Time Director, the Company has Nil Profits or the Profits are inadequate, the following additional information is required to be submitted to the shareholders.

**Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

General Information		
i	Nature of Industry	The Company is a pharmaceutical company in the business of trading and manufacturing of Generics, Bulk Drugs and Intermediaries, etc.
ii	Date of expected date of commencement of commercial production	The Company has already commenced its commercial operations.
iii	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

iv	Financial performance based on given indicators	<p>As per published audited financial results of the Company for the financial year ended March 31, 2024;</p> <table border="1" data-bbox="722 315 1412 622"> <thead> <tr> <th data-bbox="722 315 1166 360">Particulars</th> <th data-bbox="1166 315 1412 360">(in lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="722 360 1166 405">Total Income</td> <td data-bbox="1166 360 1412 405">82.27</td> </tr> <tr> <td data-bbox="722 405 1166 495">(Loss) as per the Statement of Profit and Loss</td> <td data-bbox="1166 405 1412 495">(494.98)</td> </tr> <tr> <td data-bbox="722 495 1166 577">Profit as computed under Section 198 of the Act</td> <td data-bbox="1166 495 1412 577">N.A.</td> </tr> <tr> <td data-bbox="722 577 1166 622">Net Worth</td> <td data-bbox="1166 577 1412 622">7,106.09</td> </tr> </tbody> </table>	Particulars	(in lakhs)	Total Income	82.27	(Loss) as per the Statement of Profit and Loss	(494.98)	Profit as computed under Section 198 of the Act	N.A.	Net Worth	7,106.09
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Profit as computed under Section 198 of the Act	N.A.											
Net Worth	7,106.09											
v	Foreign Investments or collaborations, if any	Not Applicable.										
Information about the appointees:												
1	Background details and Experience	<p>Ms. Mini Manikantan holds a Master's in Business Management and Administration with dual specialization in Advanced Finance, Accounting, Taxation and also holds a Master's in Human Rights from Mount Carmel University. She holds several certifications in Project Management, Quality Management and had secured highest in 'Logical reasoning' from Bangalore University.</p> <p>Ms. Mini Manikantan with over 16+ years of experience in the Pharmaceutical Industry has led the Project Management since the start of career and has been instrumental in building the communication channel across the regions and responsible for the Company's end-to-end operational service. She spearheaded innovative partnerships via execution, CRO identification, Site Evaluation, Strategy Preparation, Financial Evaluations, Time Management, Budgeting, Commercial and Operations. She's previously worked with companies like Dr. Reddy's Lab and Eurofins Advinus.</p>										
2	Past Remuneration (p.a.)	Past remuneration during the financial year ended March 31, 2024: Rs.29,00,000/-p.a.										
3	Job Profile and his suitability	<p>The following is the Job profile and responsibilities:</p> <ul style="list-style-type: none"> <li>• To head the operations team</li> <li>• Recruit key management and technical personnel</li> </ul> <p>Considering her past experience, she is aptly suitable to be re-appointed as the Whole Time Director of the</p>										

		Company and to fulfil the roles and responsibilities entrusted upon her.
4	Remuneration proposed (p.a.)	42,00,000 (p.a)
5	Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.
6	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Besides the remuneration proposed to be paid to her, Mini Manikantan does not have any other pecuniary relationship with the Company or relationship with the managerial personnel. She is currently holding 5,00,000 Equity Shares of the Company as on the date of this notice.
<b>Other Information</b>		
1	Reasons of loss or inadequate profits	The Company has grown positively in the past few years. however, it will take some more time for the Company to grow fully and become a market leader in this sector. Also, the overheads of the Company are currently high and will come down gradually with increase in the order book of the Company.
2	Steps taken or proposed to be taken for improvement	Focus would be on stabilizing existing projects and new business acquisitions for organic and inorganic growth in the similar line of business or otherwise.
3	Expected increase in productivity and profits in measurable terms	The revenue of the Company has increased comparatively during the last few financial years. The Company hopes a further increase in the revenue and profits by improved margins in next financial year.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No.5 are now being placed before the members for their approval by way of Ordinary Resolution.

Mini Manikantan satisfies all conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for her re-appointment and has given her individual consent to act as Director. She is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act.

Details of Mini Manikantan, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “**Annexure**” to this Postal Ballot Notice.

Mini Manikantan is interested in the resolution set out at Item No. 5 of this Postal Ballot Notice with regard to her re-appointment. Relatives of Mini Manikantan may be deemed to be interested in the resolution 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 resolution.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V of the Act, as amended, and based on the recommendations of the Board and the Nomination and Remuneration Committee, the approval of the Shareholders is being sought by way of Ordinary Resolution for appointment and terms of remuneration of Mini Manikantan as Executive Director. The Board commends the Ordinary Resolution set out in the Postal Notice for the approval by Shareholders of the Company.

### **Preamble to item No. 6 to 13 – Approval of Material Related Party Transactions**

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. Further, subsequent changes to the material RPTs, as already approved by the Members of the Company, are required to be placed before the Members for their approval before such modification in RPTs are given effect to.

Since the quantum of transactions to be entered with all the related parties mentioned in the item No.6 to 13, exceeds 10% of the annual consolidated turnover based on 31<sup>st</sup> March 2024 financials of the Company, the Material Related Party Transactions requires approval of the Shareholders by an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In furtherance of its business activities, the Company have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) / transfer of resources including borrowing or lending



with its related parties in terms of Regulation 2(1) (zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”).

All material related party transactions of the Company are at arm’s length and in the ordinary course of business. Further, all material related party transactions are undertaken after obtaining prior approval of the Audit Committee. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm’s length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. It is in the above context that Resolutions Nos. 6 to 13 are placed for the approval of the Shareholders of the Company.

**Item No. 6: To approve Material Related Party Transaction limits with Anugraha Chemicals (“The firm”)**

Anugraha Chemicals (“the Partnership Firm”) is a subsidiary of Pharmmaids Pharmaceuticals Limited (‘Company / Pharmmaids’), registered under the Karnataka Partnership (Registration of firms), Rules, 1954, was established in 1991 and has a rich experience of over two and half decades in the Pharmaceutical Industry. Anugraha Chemicals is engaged in Contract Manufacturing and Manufacturing of APIs, Intermediaries and Fine Chemicals.

**Details of the transaction.**

Your Company is in the business of development Contract Research and Manufacturing Organization that provides integrated discovery, development and rendering manufacturing services to pharmaceutical, biotechnology and consumer goods companies. Considering the nature of business of your Company and the relevance of the transactions in the business, your Company works closely with Anugraha Chemicals to achieve its objective of GMP Manufacturing on the other hand it will help the Firm and the Company to reach out the larger market and acquire large customer base. The transactions are of continuous in nature and are being made in the Ordinary Course of Business at an arm’s length basis by way of purchase or sale of goods and rendering and / or availing of the services at arm length and in ordinary course of business. Further, the Company and Anugraha Chemicals, being part of the Pharmaceuticals Industry, these transactions not only help smoothen business operations for both but also ensure consistent flow and generation of revenue and business for the company to cater to their business requirements.

Given this background, it is also proposed to enter financial transactions which involves Providing/availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Company/the firm or making of investment(s) therein to meet its business objectives / working capital requirements of company/the firm and other general corporate purposes. Accordingly, approval is being sought for operational and financial transactions in aggregate of up to Rs.75,00,00,000/- (Rupees Seventy Five Crores Only).

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee,

after reviewing all necessary information, has granted approval for entering into operational and financial transactions with Anugraha Chemicals for an aggregate value of up to Rs.25,00,00,000/- and Rs.50,00,00,000/- respectively, which shall be valid till date of 36<sup>th</sup> Annual General Meeting of the company.

Details of the proposed transactions with Anugraha Chemicals, being a related party of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Information pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/ HO/CFD/ CMD1/ CIR/ P/2021/662 dated November 22, 2021), are as follows:

S.No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Pharmaids Pharmaceuticals Limited (“Company / Pharmaids”) holds 66.50% partnership interest as on date of this notice and by virtue of the same Anugraha Chemicals has become subsidiary of the company.  Hence, the company and the firm are related parties.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.
3	Type, material terms and particulars of the proposed transactions.	<b>Type:</b> Operational and Financial transactions  <b>Material Terms:</b> Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).  <b>Particulars of the Proposed transactions:</b> The operational transaction involves purchase of goods, sale of goods, availing of services, rendering of services and other transactions for the purpose of business to/from Pharmaids aggregating up to Rs.25,00,00,000/-.

		<p>The financial transaction involves Providing/ availing loan(s)/ advance(s)/ guarantee(s) or security(ies) including but not limited to corporate guarantees for loan taken by Company/the firm or making of investment(s) therein aggregating up to Rs.50,00,00,000/-.</p> <p>The aggregate value of the proposed financial and operational transactions is Rs.75,00,00,000/-.</p>
4	Nature, material terms, monetary value and particulars of contract/arrangement	As explained in Point no. 3 above
5	Tenure of the transaction	From the date of approval till the conclusion of the 36 <sup>th</sup> AGM.
6	Value of the proposed transaction	Operational Transaction - Up to Rs.25,00,00,000 Financial Transaction - Up to Rs.50,00,00,000
7	Percentage of Pharmaid's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	496.29% on annual consolidated turnover of the Company.
8	Justification for the transaction	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the parties.
9	Details of the valuation report or external party report (if any) if any such report has been relied upon;	The transactions do not contemplate any valuation.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	

A	Details of the source of funds in connection with the proposed transaction	The Company/firm will infuse funds in the company/firm for their projects and to meet the working capital requirements of the firm's/company's business through capital, loans, advances, guarantees, or security(ies) for loan taken by Company/the firm
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: Nature of indebtedness cost of funds Tenure	NA
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Board of Directors will decide upon occurrence of an event/ as and when required
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised for their business and to meet the working capital requirements as decided by the Board of Directors of the Company.
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.6.

Except as mentioned above, none of the Promoters/Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.6 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.6 of this Notice to the Shareholders for approval.

**Item No. 7: To approve Material Related Party Transaction limits with Adita Bio Sys Private Limited (“Adita”)**

Adita is an unlisted subsidiary of Pharmaids Pharmaceuticals Limited (‘Company’) and consequently, a related party of the Company. The Company holds 99.86% of equity shares in Adita as on date of this Notice.

Adita Bio Sys is a Private Limited (‘Adita’) Company established in 2015, having a state of art Laboratory Animal House Facility spanning over approximately 32,000 sq. ft, at an industrial area in Tumkur, Bangalore, Karnataka. Adita Bio Sys Private Limited is an independent CRO providing integrated Nonclinical studies and other regulatory services as per GLP principles which is as per national/international guidelines (ISO/DCGI and OECD) with the high quality and cost-effective services.

Considering the nature of business of your Company and the relevance of the transactions in the business, both the parties may work closely to achieve its objective of GMP Manufacturing on the other hand it will help the both the parties to reach out the larger market and acquire large customer base. The transactions are of continuous in nature and are being made in the Ordinary Course of Business at an arm’s length basis by way of purchase or sale of goods and rendering and / or availing of the services at arm length and in ordinary course of business. Further, the Company and Adita, being part of the Pharmaceuticals Industry, these transactions not only help smoothen business operations for both but also ensure consistent flow and generation of revenue and business for the company to cater to their business requirements.

Further, it is also proposed to enter financial transactions which involves Providing/availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Company/Adita or making of investment(s) or by way of revolving inter-corporate deposits therein to meet its business objectives / working capital requirements of company/Adita and other general corporate purposes. Accordingly, approval is being sought for operational and financial transactions in aggregate of up to Rs.42,00,00,000/-.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into operational and financial Related Party Transactions with Adita for an aggregate value of up to Rs.2,00,00,000/- and Rs.40,00,00,000/- respectively, which shall be valid till date of 36<sup>th</sup> Annual General Meeting of the company.

Details of the proposed transactions with Adita, being a related party of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Information pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/ HO/CFD/ CMD1/ CIR/ P/2021/662 dated November 22, 2021), are as follows:

S. No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Adita is an unlisted subsidiary of Pharmajids Pharmaceuticals Limited ('Company') and consequently, a related party of the Company.  The Company holds 99.86% of equity shares in Adita as on date of this Notice.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.
3	Type material terms and particulars of the proposed transactions.	<b>Type:</b> Operational and Financial transactions  <b>Material Terms:</b> Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).  <b>Particulars of the Proposed transactions:</b> The operational transaction involves purchase of goods, sale of goods, availing of services, rendering of services and other transactions for the purpose of business to/from Pharmajids aggregating up to Rs.2,00,00,000/-.  The financial transaction involves Providing/ availing loan(s)/ advance(s)/ guarantee(s) or security(ies) including but not limited to corporate guarantees for loan taken by Company/the firm or making of investment(s) therein aggregating up to Rs.40,00,00,000/-.  The aggregate value of the proposed financial and operational transactions is Rs.42,00,00,000/-
4	Nature, material terms, monetary value and particulars of contract/arrangement	As explained in point no 3 above
5	Tenure of the transaction	From the date of approval till the conclusion of the 36 <sup>th</sup> AGM.

6	Value of the transaction	Operational Transaction - Up to Rs.2,00,00,000/- Financial Transaction – Up to Rs.40,00,00,000/-
7	Percentage of Pharmaida's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	277.92%
8	Justification for the transaction	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the Parties.
9	Details of the valuation report or external party report (if any) if any such report has been relied upon;	The transactions do not contemplate any valuation.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A	Details of the source of funds in connection with the proposed transaction	The Company/Adita will infuse funds in the company/Adita for their projects and to meet the working capital requirements of the firm's/company's business through capital, loans, advances, guarantees, or security(ies) for loan taken by Company/the firm.
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: Nature of indebtedness cost of funds Tenure	N.A.
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Board of Directors will decide upon occurrence of an event/ as and when required.

D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised for their business and to meet the working capital requirements as decided by the Board of Directors of the Company.
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.7.

None of the Promoters/Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.7 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.7 of this Notice to the Shareholders for approval.

**Item No. 8: To approve Material Related Party Transaction limits with Spring Labs (“the firm / Spring”)**

Adita Bio Sys Private Limited (“Adita”), unlisted subsidiary of Pharmaida Pharmaceuticals Limited (“company”), holds 90% partnership interest in Spring labs (“Spring”), Consequently Spring will become a step-down subsidiary of the Company.

Spring labs is focused in the business of Laboratory Animal Breeding & Sales, Lab Animal Diet and Pre-clinical testing. Certain regulatory Agencies in India and abroad like Drug Controller General of India, United States Food & Drug Administration (US FDA), United States Environmental Protection Agency (US EPA), International Conference on Harmonization (ICH), OECD, Health Canada etc require an approved laboratory and animal facility for conducting preclinical trials. In this regard, spring labs will meet the basic research requirements, drug testing and analysis, R & D services to various pharma, biotech, universities, colleges, research institutes and manufacturing agencies involved in pharmaceutical, herbal, cosmetics, pesticides, and herbicides.

The company may enter into transactions of purchase and sale of goods and rendering and availing of services and other transactions for business. The transaction is at arm’s length and in the ordinary course of business of the respective parties. For business synergy, the company enter into transactions with spring which not only help smoothen business operations of the company, but also, ensures consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business enhancement.

It is also proposed it is proposed to enter financial transactions which involves Providing/availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Company/the firm or making of investment(s) therein to meet its business objectives / working capital requirements of company/the



firm and other general corporate purposes. Accordingly, approval is being sought for operational and financial transactions in aggregate of up to Rs.7,00,00,000/-.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into operational and financial Related Party Transactions with Spring for an aggregate value of up to Rs.2,00,00,000/- and Rs.5,00,00,000/- respectively, which shall be valid till the conclusion of 36<sup>th</sup> AGM of the company.

Details of the proposed transactions with Spring, being a related party of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Information pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/2021/662 dated November 22, 2021), are as follows:

S.No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Adita Bio Sys Private Limited (“Adita”), unlisted subsidiary of Pharmaids Pharmaceuticals Limited (Company), holds 90% partnership interest in Spring labs (“Spring”).  Consequently, Spring will become a step-down subsidiary of the Company.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.
3	Type material terms and particulars of the proposed transactions.	<b>Type:</b> Operational and Financial transactions  <b>Material Terms:</b> Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).  <b>Particulars of the Proposed transactions:</b> The operational transaction involves purchase of goods, sale of goods, availing of services, rendering of services and other transactions for the purpose of business to/from Pharmaids aggregating up to Rs.2,00,00,000/-.

		<p>The financial transaction involves Providing/ availing loan(s)/ advance(s)/ guarantee(s) or security(ies) including but not limited to corporate guarantees for loan taken by Company/the firm or making of investment(s) therein aggregating up to Rs.5,00,00,000/-.</p> <p>The aggregate value of the proposed financial and operational transactions is Rs.7,00,00,000/-.</p>
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in.
5	Tenure of the transaction	From the date of approval till the conclusion of the 36 <sup>th</sup> AGM.
6	Value of the transaction	Operational Transaction - Up to Rs.2,00,00,000/-. Financial Transaction – Up to Rs.5,00,00,000/-
7	Percentage of Pharmaids annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	46.32%
8	Justification for the transaction	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the Parties.
9	Details of the valuation report or external party report (if any) if any such report has been relied upon;	The transactions do not contemplate any valuation.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	

A	Details of the source of funds in connection with the proposed transaction	The Company/Spring will infuse funds in the company/ Spring for their projects and to meet the working capital requirements of the Spring's/company's business through capital, loans, advances, guarantees, or security(ies) for loan taken by Company/Spring.
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: Nature of indebtedness cost of funds Tenure	N.A.
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Board of Directors will decide upon occurrence of an event/ as and when required.
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised for their business and to meet the working capital requirements as decided by the Board of Directors of the Company.
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.8.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.8 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.8 of this Notice to the Shareholders for approval.

**Item No. 9: To approve Material Related Party Transaction with Dr. Shankarappa Nagaraja Vinaya Babu, being related party of Pharmaids Pharmaceuticals Limited (Director of the Company)**

Dr. Shankarappa Nagaraja Vinaya Babu is a Chairman and Non-Executive Non-Independent Director and also holds 19.91% of Equity ownership in Pharmaids Pharmaceuticals Limited (“Pharmaids / Company”), there qualifying as a Related Party of the Pharmaids as per the provisions of the Companies Act 2013 and SEBI Listing Regulations.

The Company is proposing to enter financial transaction which involves availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by company from Mr. Shankarappa Nagaraja Vinaya Babu, to meet company’s business objectives / requirements aggregating up to Rs.100,00,00,000/-. The said transaction would be considered as Material Related Party Transaction in terms of the provisions of regulation 23 of SEBI (LODR) Regulations, 2015.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Financial and Operational Related Party Transaction, if any with Dr. Shankarappa Nagaraja Vinaya Babu for a value of up to Rs.100,00,00,000/- which shall be valid till date of 36<sup>th</sup> Annual General Meeting of the company.

In addition to the approval sought under Item No. 9 of this Postal Ballot Notice, the Board proposes the sale of land parcels held by the company to Dr. Shankarappa Nagaraja Vinaya Babu, Chairman and Director. As per Section 188(1)(b) of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, any transaction involving the sale, disposal, or acquisition of property amounting to 10% or more of the company’s net worth requires prior approval through an ordinary resolution. Since the proposed transaction exceeds these limits, the company seeks shareholders’ approval to proceed with the sale.

Based on the information on the proposed transactions, the Audit Committee has noted that the said transactions will be on an arms’ length basis and in the ordinary course of business of the Company. Accordingly, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and therefore, recommends the passing of the Ordinary Resolution at Item No.9 of the Notice, for the approval of the Shareholders.

Details of the proposed transactions with Dr. Shankarappa Nagaraja Vinaya Babu, being a related party of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Information pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/2021/662 dated November 22, 2021), are as follows:

S.No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dr. Shankarappa Nagaraja Vinaya Babu, is a Chairman and Non-Executive & Non Independent director of Pharmmaids Pharmaceuticals Limited “Company”, thereby qualifying as a Related Party of the Company.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Except Dr. Shankarappa Nagaraja Vinaya Babu, being a related party of the transaction, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.
3	Type material terms and particulars of the proposed transactions.	<p><b>Type: Operational and Financial Transactions</b></p> <p><b>Material Terms:</b> Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).</p> <p><b>Particulars of the proposed transactions:</b> The operational transaction involves purchase of goods, sale of goods, availing of services, rendering of services and other transactions for the purpose of business to/from Pharmmaids.</p> <p>Leasing of properties/land parcels, Selling or otherwise disposing of, or buying, property of any kind for business purpose at arm length and in ordinary course of business.</p> <p>The financial transaction involves Providing/ availing loan(s)/ advance(s)/ guarantee(s) or security(ies) including but not limited to corporate guarantees for loan taken by Company/the firm or making of investment(s) therein.</p>

		The aggregate value of the proposed financial and operational transactions is Rs.100,00,00,000/-
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in.
5	Tenure of the transaction	From the date of approval till the conclusion of the 36 <sup>th</sup> AGM.
6	Value of the transaction	Up to Rs.100,00,00,000.
7	Percentage of Pharmaida's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	661.72 %
8	Justification for the transaction	For the purpose of augmenting Financial resources of the Company.  Transaction involves Leasing of properties/land parcels, availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by company or making of investment(s) therein to meet its business objectives / requirements.  For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations.
9	Details of the valuation report or external party report (if any) if any such report has been relied upon;	The transactions do not contemplate any valuation.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A	Details of the source of funds in connection with the proposed transaction	N.A.

B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: Nature of indebtedness cost of funds Tenure	N.A.
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Board of Directors will decide upon occurrence of an event/ as and when required.
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised for their business and to meet the working capital requirements as decided by the Board of Directors of the Company.
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.9.

Except Dr. Shankarappa Nagaraja Vinaya Babu, Director of the company and also being party to the transaction, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.9 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.9 of this Notice to the Shareholders for approval.

**Item No. 10: To approve Material Related Party Transaction with Moki Financial Services (“Partnership Firm”), being related party of Pharmaids Pharmaceuticals Limited.**

Dr. Shankarappa Nagaraja Vinaya Babu, the Chairman and Non-Executive & Non-Independent Director of the Company is also a partner in Moki Financial Services, consequently Moki Financial Services is considered as related party of the Company.

Moki Financial Services is a partnership firm engaged in rendering of Financial services including money lending as its core business.

The company may enter into financial transactions which is at arm's length and in the ordinary course of business of the respective parties. For business synergy, the company enter into Financial transactions with Moki Financial Services which will help company in augmenting its financial resources.

It is also proposed it is proposed to enter financial transactions which involves availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Company or making of investment(s) therein to meet its business objectives / working capital requirements of company and other general corporate purposes. Accordingly, approval is being sought for financial transactions in aggregate of up to Rs.75,00,00,000/-

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into financial Related Party Transactions with Moki Financial Services for an aggregate value of up to Rs.75,00,00,000/- respectively, which shall be valid till the conclusion of 36<sup>th</sup> AGM of the company.

Details of the proposed transactions with Moki Financial Services, being a related party of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Information pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/2021/662 dated November 22, 2021), are as follows:

S.No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Moki Financial Services.  Dr. Shankarappa Nagaraja Vinaya Babu, the Chairman and Non-Executive & Non-Independent Director of the Company is also a partner in Moki Financial Services, consequently Moki Financial Services is considered as related party of the Company.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Except Dr. Shankarappa Nagaraja Vinaya Babu, None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.
3	Type material terms and particulars of the proposed transactions.	<b>Type:</b> Financial transaction  <b>Material Terms:</b> Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing



		<p>market price and commercial terms as on the date of entering into the contract(s).</p> <p><b>Particulars of the proposed transactions:</b> Leasing of properties/land parcels, Availing loan(s)/ advance(s) / other forms of financing from Moki Financial Services and/or obtaining guarantee(s) for loan(s)/ advance(s) / other forms of financing taken by the Company or security(ies) for loan taken by Company.</p> <p>Accordingly, approval is being sought for financial transactions in aggregate of up to Rs.75,00,00,000.</p>
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in.
5	Tenure of the transaction	From the date of approval till the conclusion of the 36 <sup>th</sup> AGM.
6	Value of the transaction	Up to Rs.75,00,00,000/-
7	Percentage of Pharmaids annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	496.29%
8	Justification for the transaction	<p>For the purpose of augmenting Financial resources of the Company.</p> <p>Transaction involves Leasing of properties/land parcels, availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by company or making of investment(s) therein to meet its business objectives / requirements.</p>
9	Details of the valuation report or external party report (if any) if any such report has been relied upon;	The transactions do not contemplate any valuation.

10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A	Details of the source of funds in connection with the proposed transaction	NA
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: Nature of indebtedness cost of funds Tenure	NA
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Board of Directors will decide upon occurrence of an event/ as and when required.
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised for their business and to meet the working capital requirements as decided by the Board of Directors of the Company.
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.10.

Except Dr. Shankarappa Nagaraja Vinaya Babu, None of the Promoters/Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.10 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.10 of this Notice to the Shareholders for approval.

**Item No. 11: To approve Material Related Party Transaction limits between Adita Bio Sys Private Limited (“Adita”) and Siri Labvivo Diet Private Limited (“Siri”), both being subsidiary companies of Pharmaids Pharmaceuticals Limited.**

Adita is an unlisted subsidiary of Pharmaids Pharmaceuticals Limited (‘Company’) and consequently, a related party of the Company. The Company holds 99.86% of equity shares in Adita as on date of this Notice.

Adita, unlisted subsidiary of the company, holds 60% ownership stake in Siri Labvivo Diet Private Limited (‘Siri’), hence Siri is subsidiary of Adita. This positions Siri as a step-down subsidiary, consequently, will be treated as related party of the company.

Adita is an independent CRO providing integrated Nonclinical studies and other regulatory services as per GLP principles which is as per national/international guidelines (ISO/DCGI and OECD) with the high quality and cost-effective services.

Siri is a company engages in the manufacturing, importing, exporting, wholesaling, retailing, and dealing of a comprehensive range of products, including but not limited to animal feeds, laboratory animal feeds, veterinary and livestock feeds, and feed supplements. Additionally, Siri is involved in the distribution of fish/aquatic animal feeds and their supplements.

Siri requires funds to meet its working capital requirements. Adita being the holding company of Siri, proposes to infuse funds in Siri to provide financial support. The infusion of funds will be made in the form of inter corporate loans, advance or guarantees. The infused funds will be primarily utilized towards working capital requirements of Siri and other general corporate purposes. Accordingly, approval is being sought for operational and financial transactions in aggregate of up to Rs.7,00,00,000/-, which shall be valid till the conclusion of the 36<sup>th</sup> AGM of the company.

Based on the information on the proposed transactions, the Audit Committee has noted that the said transactions will be on an arms’ length basis and in the ordinary course of business of the Company. Accordingly, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and therefore, recommends the passing of the Ordinary Resolution at Item No.7 of the Notice, for the approval of the Shareholders.

Information pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/ HO/CFD/ CMD1/ CIR/ P/2021/662 dated November 22, 2021), are as follows:

S.No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Adita Bio Sys Private Limited (‘Adita’) is an unlisted subsidiary of Pharmaids Pharmaceuticals Limited (‘Company/ Pharmaids’). The Company holds 99.86% of equity shares in Adita as on date of this Notice.

		<p>Siri Labvivo Diet Private Limited (“Siri”), is an indirect subsidiary of the Pharmaids. Company holds 60% equity stake in Siri through Adita.</p> <p>Consequently, both are related parties of Pharmaids.</p>
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.
3	Type material terms and particulars of the proposed transactions.	<p><b>Type:</b> Operational and Financial Transactions</p> <p><b>Material Terms:</b> Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).</p> <p><b>Particulars of the proposed transactions:</b> The operational transaction involves purchase of goods, sale of goods, availing of services, rendering of services and other transactions for the purpose of business to/from Pharmaids aggregating up to Rs.2,00,00,000/-.</p> <p>The financial transaction involves Providing/availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Adita/company or making of investment(s) therein to meet its business objectives / requirements aggregating up to Rs.5,00,00,000/-</p> <p>The aggregate value of the proposed financial and operational RPTs is Rs.7,00,00,000/-.</p>
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in.
5	Tenure of the transaction	From the date of approval till the conclusion of the 36 <sup>th</sup> AGM.
6	Value of the transaction	Operational Transaction - Up to Rs.2,00,00,000 Financial Transaction – Up to Rs.5,00,00,000

7	Percentage of Pharmaids annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	46.32%
8	Justification for the transaction	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the Parties.
9	Details of the valuation report or external party report (if any) if any such report has been relied upon;	The transactions do not contemplate any valuation.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A	Details of the source of funds in connection with the proposed transaction	NA
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: Nature of indebtedness cost of funds Tenure	N.A.
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Board of Directors will decide upon occurrence of an event/ as and when required.
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised for their business and to meet the working capital requirements as decided by the Board of Directors of the Company.
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to

		Section 102(1) of the Companies Act, 2013 forming part of this Notice.
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The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.11.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.11 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.11 of this Notice to the Shareholders for approval.

**Item No. 12: To approve Material Related Party Transaction limits between Adita Bio Sys Private Limited (“Adita”) and Spring Labs (“Spring”) , both being subsidiary companies of Pharmaids Pharmaceuticals Limited**

Adita Bio Sys Private Limited (Adita) is an unlisted subsidiary of Pharmaids Pharmaceuticals Limited (‘Company’). The Company holds 99.86% of equity shares in Adita as on date of this Notice.

Adita holds 90% partnership interest in Spring labs (“Spring”), Consequently Spring will become a step-down subsidiary of the Company.

Adita Bio Sys Private Limited is an independent CRO providing integrated Nonclinical studies and other regulatory services as per GLP principles which is as per national/international guidelines (ISO/DCGI and OECD) with the high quality and cost-effective services.

Spring labs is a Tumkur based Partnership firm, which is floated to meet the research requirements of Pharma, Biotech, Life Science Research and Agro chemicals sectors at a single doorstep. The Firm is focused in the business of Laboratory Animal Breeding & Sales, Lab Animal Diet and Pre-clinical testing.

Considering the nature of business of both the parties and the relevance of the transactions in the business, they may work closely to achieve its objective and it will help the both the parties to reach out the larger market and acquire large customer base. The transactions are of continuous in nature and are being made in the Ordinary Course of Business at an arm’s length basis by way of purchase or sale of goods and rendering and / or availing of the services at arm length and in ordinary course of business. Further, Adita and Spring, being part of the Pharmaceuticals Industry, these transactions not only help smoothen business operations for both but also ensure consistent flow and generation of revenue and business for the company to cater to their business requirements.

Given this background, it is also proposed to enter financial transaction which involves Providing/availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Adita/Spring or making of investment(s) therein to meet its business objectives / requirements or by way of revolving inter-corporate deposits aggregating up to Rs.10,00,00,000.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into operational and financial Related Party Transactions between Adita and Spring for an aggregate value of up to Rs.5,00,00,000/- and Rs.5,00,00,000/- respectively, which shall be valid till the conclusion of 36<sup>th</sup> AGM of the company.

Details of the proposed transactions between Adita and Spring, being a related parties of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Information pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/ HO/CFD/ CMD1/ CIR/ P/2021/662 dated November 22, 2021), are as follows:

S.No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Adita Bio Sys Private Limited (Adita) is an unlisted subsidiary of Pharmaids Pharmaceuticals Limited ('Company'). The Company holds 99.86% of equity shares in Adita as on date of this Notice.</p> <p>Adita holds 90% partnership interest in Spring labs ("Spring"), Consequently Spring will become a step-down subsidiary of the Company.</p> <p>Consequently, both are related parties of the Pharmaids.</p>
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.
3	Type material terms and particulars of the proposed transactions.	<p><b>Type:</b> Operational and Financial Transactions</p> <p><b>Material Terms:</b> Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).</p> <p><b>Particulars of the proposed transactions:</b> The operational transaction involves purchase of goods, sale of goods, availing of services,</p>

		<p>rendering of services and other transactions for the purpose of business to/from Pharmaids aggregating up to Rs.5,00,00,000/-.</p> <p>The financial transaction involves Providing/availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Adita/company or making of investment(s) therein to meet its business objectives / requirements aggregating up to Rs.5,00,00,000/-</p> <p>The aggregate value of the proposed financial and operational RPTs is Rs.10,00,00,000/-.</p>
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in.
5	Tenure of the transaction	From the date of approval till the conclusion of the 36 <sup>th</sup> AGM.
6	Value of the transaction	Operational Transaction - Up to Rs.5,00,00,000 Financial Transaction – Up to Rs.5,00,00,000
7	Percentage of Pharmaids annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	66.18%
8	Justification for the transaction	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the Parties.
9	Details of the valuation report or external party report (if any) if any such report has been relied upon;	The transactions do not contemplate any valuation.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	



A	Details of the source of funds in connection with the proposed transaction	N.A.
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: Nature of indebtedness cost of funds Tenure	N.A.
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Board of Directors will decide upon occurrence of an event/ as and when required.
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised for their business and to meet the working capital requirements as decided by the Board of Directors of the Company.
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.12.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.12 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.12 of this Notice to the Shareholders for approval.

**Item No. 13: To approve Material Related Party Transaction limits with Tumkur Trade Center Private Limited (“TTCPL”), being related party of Pharmaids Pharmaceuticals Limited.**

Dr. Shankarappa Nagaraja Vinaya Babu, the Chairman and Non-Executive & Non-Independent Director of the Company is also a Director of Tumkur Trade Center Private Limited (TTCPL), consequently TTCPL is considered as related party of the Company.

TTCPL is engaged in the business of builders, developers, contractors, designers, decorators, furniture consultants, constructors, brokers of all types of buildings and structures as its core business.

The company may enter into lease/rent of land/building/premises, availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Company or making of investment(s) therein to meet its business objectives / working capital requirements of company / other general corporate / operational purposes or similar transactions which is at arm's length and in the ordinary course of business of the respective parties.

The company enter into the aforesaid transactions with TTCPL which will help company in augmenting its financial/operational resources.

Accordingly, approval is being sought for financial transactions in aggregate of up to Rs.50,00,00,000/-.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into financial Related Party Transactions with TTCPL for an aggregate value of up to Rs.50,00,00,000/-, which shall be valid till the conclusion of 36<sup>th</sup> AGM of the company.

Details of the proposed transactions with TTCPL, being a related party of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Information pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/2021/662 dated November 22, 2021), are as follows:

S.No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Tumkur Trade Center Private Limited (TTCPL)  Dr. Shankarappa Nagaraja Vinaya Babu, the Chairman and Non-Executive & Non-Independent Director of the Company is also a Director in TTCPL, consequently TTCPL is considered as related party of the Company.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Except Dr. Shankarappa Nagaraja Vinaya Babu, None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.

3	Type material terms and particulars of the proposed transactions.	<p><b>Type:</b> Operational and Financial transaction</p> <p><b>Material Terms:</b> Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).</p> <p>The operational transaction involves purchase of goods, sale of goods, availing of services, rendering of services and other transactions for the purpose of business to/from Pharmaids</p> <p>The financial transaction involves Providing/availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Adita/company or making of investment(s) therein to meet its business objectives / requirements.</p> <p>The aggregate value of the proposed financial and operational RPTs is Rs.50,00,00,000/-.</p>
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in.
5	Tenure of the transaction	From the date of approval till the conclusion of the 36 <sup>th</sup> AGM.
6	Value of the transaction	Up to Rs.50,00,00,000/-
7	Percentage of Pharmaids annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	330.91 %
8	Justification for the transaction	Transaction involves Leasing of properties/land parcels, availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by

		company or making of investment(s) therein to meet its business objectives / requirements.
9	Details of the valuation report or external party report (if any) if any such report has been relied upon;	The transactions do not contemplate any valuation.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A	Details of the source of funds in connection with the proposed transaction	NA
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: Nature of indebtedness cost of funds Tenure	NA
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Board of Directors will decide upon occurrence of an event/ as and when required.
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised for their business and to meet the working capital requirements as decided by the Board of Directors of the Company.
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.13.

Except Dr. Shankarappa Nagaraja Vinaya Babu, None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.13 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.13 of this Notice to the Shareholders for approval.

**Item No. 14: Approval for Sale/Disposal of land parcels of the Company pursuant to the provisions of Section 180(1)(a), 188 of the Companies Act, 2013 and Regulation 37A(1) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015**

As the members are aware, the company had initially planned to establish Pharmaceuticals Manufacturing, Research & Development Unit and Contract Research and Manufacturing Services (CRAMS) Facilities. Accordingly, the Company had acquired following industrial land parcels (hereinafter referred as “the land parcels”):

- Land measuring 4040.00 sq. mtrs situated at Plot No 47-P2 of Hirehalli Industrial Area, situated in Sy. No. Parts 52 and 53 of Manchakuppe Village, Uradegere Hobli, Tumkur Taluk and District.
- Land measuring 5901 Sq.Mtrs situated at No.47 of Sy.No.53, situated at Manchakuppe Village, Urdagere Hobli, Tumkur Taluk, Tumkur District.
- Land measuring 4034.00 Sq. mts. (approx.) situated at plot No. 46 of Hirehalli Industrial Area, situated in Sy. No. parts of 52 and 53 of Manchakuppe Village, Urdagere Hobli, Tumkur Taluk, Tumkur District

However, to align with the company’s strategy to explore and acquire land in more suitable locations for enhanced operational benefits the Board of Directors has proposed the sale of the aforementioned land parcels for a total consideration of Rs. 16.50 crores to Dr. S. N. Vinaya, Chairman and Director of the Company (Buyer).

Your Directors believe that the sale of these land parcels will be beneficial to the Company in the long run. The proceeds from the sale will be utilized for, but not limited to:

- Acquiring new, pre-established and compliant manufacturing facilities to accelerate operational readiness.
- Procuring additional land parcels to develop an integrated campus for drug discovery, development, and manufacturing.
- Retiring outstanding borrowings of the Company.
- Investing in upcoming projects to drive future growth and profitability.
- Meeting other general corporate and financial obligations.

By selling the existing land parcels and redirecting the proceeds towards strategic expansion, the Company aims to establish an integrated facility that aligns seamlessly with its CRAMS objectives. This initiative, subject to necessary approvals, will ensure revenue realization, optimal resource utilization, and long-term business sustainability. The development will be planned judiciously in phases to manage Company’s cashflows efficiently.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A(1) of the of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Members by way of a Special Resolution. The Consent of members is sought to sell the Sale the land parcels to the Buyer in the best interest of the Company.

Regulation 37A(1) of the of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution and that no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to such sale, lease or otherwise disposal of the of the undertaking.

The proposed sale of the said land parcels held by the Company may amount to disposal of substantially whole of the undertaking which requires the consent of the company by a Special Resolution under Sec. 180(1) (a) of the Companies Act, 2013 and 37A(1) of the of the of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pending such approval, the Company may enter into an ‘agreement to sale’ with the Buyer in connection with the said the transaction which would require ratification by the shareholders u/s 188(3) of the Act, read with Rule 15(3) of the Companies (Meetings of Board & its Powers) Rules, 2014. The following information is furnished in accordance with the Explanation to the said Rule.

Name of the related party	Dr. S N Vinaya Babu
Name of the director or key managerial personnel who is related, if any.	Dr. S N Vinaya Babu, Director of the Company
Nature of relationship	Director of the Company
Nature, material terms, monetary value and particulars of the contract or arrangement	The Contract or arrangement pertains to the sale of the land parcels owned by the Company for about Rs. 16.50 crores to Dr. S N Vinaya Babu “Buyer”.
Any other information relevant or important for the members to take a decision on the proposed resolution.	None.

Except Dr. Shankarappa Nagaraja Vinaya Babu, Chairman and Non-Executive & Non Independent Director (the Buyer), none of the Promoters/Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR PHARMAIDS PHARMACEUTICALS LIMITED**  
Sd/-  
**PRASANNA SUBRAMANYA BHAT**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
M.No. A48828

**Date: 12.02.2025**

**Place: Bengaluru**

**CIN: L52520KA1989PLC173979**

**Regd. Office: Unit 201, 2nd Floor, Brigade Rubix,  
20/14 HMT Factory Main Road, Peenya Plantation  
Bangalore, Karnataka - 560013**

**Annexure – to the Postal Ballot Notice**

**Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on ‘General Meetings’ issued by the Institute of Company Secretaries of India**

Name of the Director	<b>Venu Madhava Kaparthy</b>	<b>Mini Manikantan</b>				
DIN	00021699	09663184				
Date of Birth	11/07/1969	22/11/1984				
Age	56	41				
Date of First Appointment on the Board	21-05-2022	09-07-2022				
Qualifications	<ul style="list-style-type: none"> <li>• Chartered Accountant</li> <li>• Cost and Management Accountant</li> </ul>	<ul style="list-style-type: none"> <li>• Master in Business Management and Administration - specialized in Advanced finance, accounting, taxation, Banking and Insurance.</li> <li>• Master in Human Rights</li> </ul>				
Experience	33 years	17 years				
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Refer Terms and Conditions of appointment furnished in the Explanatory statement	Refer Terms and Conditions of appointment furnished in the Explanatory statement				
Nature of Expertise in Specific Functional Areas	33 years of Experience in the field of Audit Assurance, Tax, ERP, Corporate Treasury & Investment industry.	Over 16+ years of experience in the field of Pharmaceutical industry - preclinical, clinical, manufacturing and business operations which includes business development, project management, Quality assurance, supply chain management, production management with deliverables and revenue generation.				
Remuneration last Drawn	Rs.44,00,000/- (p.a)	Rs.29,00,000/- (p.a)				
Number of Meetings of the Board attended FY2024-25 (till the date of this Notice)	Year	No. of Meeting Held	No. of Meeting attended	Year	No. of Meeting Held	No. of Meeting attended
	2023-24	7	7	2023-24	7	7
	2024-25	5	5	2024-25	5	5

Name of listed entities from which the person has resigned in the past three years	None	None
Directorship held in other companies (excluding foreign companies)	Four Seasons Energy Ventures Private Limited. (Not a Director in any other listed Company except Pharmads Pharmaceuticals Limited)	None (Not a Director in any other listed Company except Pharmads Pharmaceuticals Limited)
Memberships/Chairmanships of other committees of other Boards (include only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Relationship between Directors/ Key Management Personnel of the Company	None	None
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	8,76,300 Equity Shares	5,00,000 Equity Shares