

# Pharmaids Pharmaceuticals Limited

May 13, 2019

BSE Limited  
Listing Dept./Dept. of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalai Street  
Mumbai - 400001

Security Code: 524572

Security ID:PHARMAID

Ref: Voting Results of the meeting of Equity Shareholders of the Company held on 11 May, 2019 pursuant to the order passed by National Company Law Tribunal, Bench at Hyderabad dated 20th March, 2019

Dear Sir / Madam,

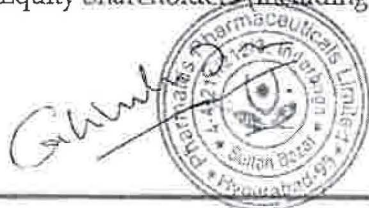
Pursuant to the order passed by National Company Law Tribunal, Bench at Hyderabad dated 20th March, 2019, the NCLT Convened meeting of the Equity Shareholders of the Company was held on Saturday, the 11th May, 2019 at 4-4-211/212/3, 1<sup>st</sup> Floor, Sultan Bazar, Hyderabad-500027 for approving the Composite Scheme of Amalgamation amongst, Pharmaids Pharmaceuticals Limited and Emergent Bio Naturals Limited and their respective Shareholders under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013. ("Scheme").

Further, the Company has provided voting facility through (i) e-voting, (ii) proxy or Either in person at the venue of the meeting to the Equity Shareholders of the Company.

As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the followings disclosures: -

1. Voting results of Equity Shareholders (including Public Shareholders) along with the Consolidated Scrutinizer's Report - **Annexure A.**
2. Separate Scrutinizer's Report in respect of Voting results of the Public Shareholders - **Annexure B.**

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders (including Public Shareholders) of the Company.



CIN No. L52520TG1989PLC009679

Regd. Office : 4-4-211/212/3, Inder Bagh, Sultan Bazar, Hyderabad - 500 095. TELANGANA (INDIA)  
Ph : 040-6666 9809. email : mailpharmaids@yahoo.co.in, Website : www.pharmaids.com

You are requested to take the same on your record.

Thanking you,

Yours faithfully,  
For, **Pharmaids Pharmaceuticals Limited**

*Ghisulal Jain*  
Dr. Ghisulal Jain  
Managing Director



Encl.: As abov

**A. Sanmukha Reddy**

PGDCA, M.B.A, L.L.B

ADVOCATE

**CONSOLIDATED SCRUTINIZER'S REPORT**Date: 13<sup>th</sup> May, 2019

To,  
Miss. Kopal Sharraf  
Chairman Appointed for the Meeting  
M/s. Pharmaids Pharmaceuticals Limited  
4-4-211/212/3, 1<sup>st</sup> Floor, Sultan Bazar  
Hyderabad-50002

**REPORT ON THE VOTING CONDUCTED THROUGH BALLOT AND E-VOTING AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF PHARMAIDS PHARMACEUTICALS LIMITED HELD ON SATURDAY, THE 11TH MAY, 2019 AT 10.30 A.M AT 4-4-211/212/3, 1<sup>ST</sup> FLOOR, SULTAN BAZAR, HYDERABAD-500029, INDIA.**

- 1) I, A. Sanmukha Reddy, have been appointed by National Company Law Tribunal (NCLT), Hyderabad Bench vide its Final Order dated 20th March, 2019 as Scrutinizer for the purpose of scrutinizing:
  - i) The voting through remote e-voting process (electronic voting) held between 08th day of May, 2019 from 9.00 AM to 10th day of May, 2019 till 5.00 PM pursuant to the provisions of Section 108 of the Companies Act 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations); and
  - ii) The poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules of e-voting conducted at the venue of the Meeting in respect of the resolution contained in the Notice dated 5th April, 2019 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the company (the Meeting), held on Saturday, the 11th May, 2019 At 10.30 AM at 4-4-211/212/3, 1<sup>st</sup> Floor, Sultan Bazar, Hyderabad-500029, in the matter of Composite Scheme of Amalgamation amongst Pharmaids Pharmaceuticals Limited and Emergent Bio Naturals Limited and their respective Shareholders.
- 2) The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (LODR)



2/4

**A. Sanmukha Reddy**

PGDCA, M.B.A, L.L.B

ADVOCATE

Regulations, 2015 relating to voting through remote e-voting and proxy or either by person on the resolution contained in the Notice of the Meeting.

- 3) The Company appointed Central Depository Services (India) Limited (CDSL), the Agency authorized under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI (LODR) Regulations, 2015 to provide remote e-voting facility and at the venue of the meeting to the Equity Shareholders of the company.
- 4) My responsibility as Scrutinizer for the voting process (through remote e-voting at the Meeting), was restricted to scrutinize the remote e-voting process e-voting system at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by CDSL at the Meeting.
- 5) The voting was conducted to consider, and if thought fit, to pass the following resolution with or without modification:

*"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th day of March, 2017, the observation letters issued by each of BSE Limited and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench, at Hyderabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Arrangement involving amalgamation between Pharmaids Pharmaceuticals Limited and Emergent Bio Naturals Limited and their respective Shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

*"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the*



## A. Sanmukha Reddy

PGDCA, M.B.A, L.L.B

ADVOCATE

*arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

- 6) The Shareholders holding shares as on the "cut off" date i.e. 03.05.2019 were entitled to vote on the proposed resolution reproduced above.
- 7) The e-voting period commenced on 8th day of May, 2019 at 09:00 AM (09.00 hours) and ended on 10th day of May, 2019 at 5:00 PM (17.00 hours).
- 8) Accordingly, the remote e-voting cast were taken into account and at the end of this voting period, on 10th day of May 2019 (at 05:00 PM), the e-voting portal was blocked for voting.
- 9) The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the Shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence, there is no requirement of maintaining the list of shares with differential voting rights.
- 10) The details containing, inter alia, list of Equity Shareholders, who voted "For" or "Against" the resolution through e-voting were generated from the e-voting website of Central Depository Services (India) Limited i.e. <https://www.evotingindia.com>.
- 11) Shareholders holding shares in aggregate were present in person or through proxy at the NCLT Convened Meeting of the Equity Shareholders; out of which, Shareholders holding shares cast their vote and Shareholders holding shares did not cast their vote at the meeting. From among Shareholders who cast their vote, 1 shareholder holding shares cast his vote for shares and did not cast his vote for shares.
- 12) The votes cast through the e-voting module of CDSL were diligently scrutinized. The remote e-voting cast through the e-voting module of CDSL were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (Link Intime India Private Limited) and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting.



4/4  
**A. Sanmukha Reddy**

PGDCA, M.B.A, L.L.B  
ADVOCATE

13) The summary of voting through remote e-voting at the NCLT convened meeting is as under:

Voted in **favour** of the resolution

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Ballot	66	99.84%	64721	40.78
Remote e-voting	15	100%	93967	59.22
	81		158688	100

Voted **against** the resolution:

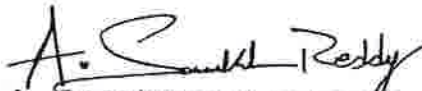
Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Ballot	1	0.16%	100	0.16%
Remote e-voting	0	0	0	0

Note: Excluding invalid votes

There were 5 numbers invalid votes.

The Ballots all other relevant records are handed over to the Company official of the Company for safe custody.

Place :Hyderabad  
Date :13th May 2019

  
**A. SANMUKHA REDDY**  
ADVOCATE  
Enrolment No. AP/1506/2015



# ANNEXURE - B

1/6

**A. Sanmukha Reddy**

PGDCA, M.B.A, L.L.B

ADVOCATE

FORM NO. MGT-13

SCRUTINIZER REPORT ON POLL

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

Ms. KopalSharraf,

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, for the Tribunal Convened Meeting of the Equity Shareholders of M/s. Pharmajids Pharmaceuticals Limited Held on Saturday, The 11<sup>th</sup> May, 2019 At 10.30 A.M At 4-4-211/212/3, 1<sup>st</sup> Floor, Sultan Bazar, Hyderabad - 500029, India

Dear Madam,

Sub: Report on voting by poll conducted at the Tribunal Convened Meeting of M/s. Pharmajids Pharmaceuticals Limited on 11<sup>th</sup> day of May, 2019.

I, A. Sanmukha Reddy, Practicing Advocate, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bench at Hyderabad vide its order dated 20<sup>th</sup> day of March, 2019, for the purpose of scrutinizing the poll taken on the resolution mentioned in the Notice convening the Tribunal Convened Meeting dated 5<sup>th</sup> April, 2019, at the Tribunal Convened Meeting of the Equity Shareholders of M/s. Pharmajids Pharmaceuticals Limited, held on Saturday the 11<sup>th</sup> day of May, 2019, at 10:30 A.M. at 4-4-211/212/3, 1<sup>st</sup> Floor, Sultan Bazar, Hyderabad - 500029, India, submit my report as under:

1. After the time fixed for closing of the poll by you, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and the authorizations / proxies lodged with the Company.
3. The result of the Poll is as under:

To consider and approve the proposed Scheme of Amalgamation and Arrangement between Pharmajids Pharmaceuticals Limited (Transferee Company) and Emergent Bio Naturals Limited (Transferor Company) and their respective Shareholders:

(i) Voted in favor of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
66	64721	99.84

**A. Sanmukha Reddy**

PGDCA, M.B.A, L.L.B

ADVOCATE

(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.154

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	100

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company authorized by the Board for safe keeping.

Thanking You,

Place: Hyderabad  
Date: 13.05.2019

*A. Sanmukha Reddy*  
**A. SANMUKHA REDDY**  
ADVOCATE  
Enrolment No. AP/1506/2015





**A. Sanmukha Reddy**

PGDCA, M.B.A, L.L.B

ADVOCATE

### **Scrutinizers Report – E Voting**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(4) of the Companies (Management and Administration) Rules, 2015 as amended]

To

Ms. KopalSharraf,

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, for the Tribunal Convened Meeting of the Equity Shareholders of M/s. Pharmaids Pharmaceuticals Limited Held on Saturday, the 11<sup>th</sup> day of May, 2019 at 10.30 A.M at 4-4-211/212/3, 1<sup>st</sup> Floor, Sultan Bazar, Hyderabad – 500029, India.

Dear Madam,

Sub: Report on E-voting conducted during 8<sup>th</sup> day of May 2019, 9.00 Am (IST) to 10<sup>th</sup> day of May 2019, 5.00 PM (IST) by M/s. Pharmaids Pharmaceuticals Limited.

1. I, A. Sanmukha Reddy, Practicing Advocate, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bench at Hyderabad vide its order dated 20<sup>th</sup> day of March, 2019, for the purpose of scrutinizing e-voting process and ascertain the requisite majority of e-voting in respect of the below mentioned resolution considered at the Tribunal convened meeting of the Equity Shareholders of the Company held on 11<sup>th</sup> May 2019.
2. The Notice dated 5<sup>th</sup> April, 2019, convening the Tribunal Convened Meeting of the Equity Shareholders of the company along with the statement required as per Section 102 read with Sections 230 to 232 and other applicable provisions of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016, was sent to the shareholders whose email addresses were registered with the RTA and also hard copies delivered to the shareholders through courier to the registered address whose emails are not available.
3. The Company availed the services of M/s.CDSL for providing the E-voting facility to the shareholders of the company.
4. The Shareholders holding shares in either in physical form or in dematerialized form as on the cutoff date i.e.03<sup>rd</sup> May 2019 were entitled to vote electronically on the proposed resolutions as set out in the notice convening the Tribunal convened meeting of the Equity Shareholders of the Company.
5. The E-voting platform remained open during 8<sup>th</sup> day of May 2019 at 9.00 Am (IST) to 10<sup>th</sup> day of May 2019. 5.00 Pm (IST) and was blocked thereafter.

**A. Sanmukha Reddy**

PGDCA, M.B.A, L.L.B

ADVOCATE

6. The votes cast by the Shareholders during the aforesaid E-voting period were duly unblocked by me on 10<sup>th</sup> May 2019 in the presence of two witnesses who were not in the employment of the Company.
7. The details containing inter alia list of Equity shareholders who voted "for", "against", the resolution that was put to vote, were generated from E-voting website of the CDSL and based on such data the result of the E-voting is as under:

Item: Extra-ordinary Special Resolution (Majority in number and special in value)

To consider and approve the proposed Scheme of Amalgamation and Arrangement between Pharmaids Pharmaceuticals Limited (Transferee Company) and Emergent Bio Naturals Limited (Transferor Company) and their respective Shareholders of the Company:

(i) Voted in favor of the resolution:

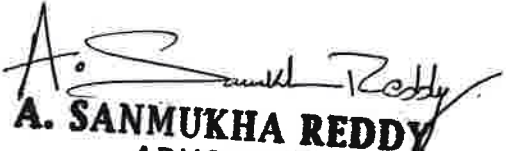
Particulars	No. of members voted	Number of votes cast	% of total number of valid votes cast
Voted in favor of the resolution	15	93967	100
Voted against the resolution	Nil	Nil	Nil

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Thanking You,

Place: Hyderabad  
Date: 13.05.2019

  
**A. SANMUKHA REDDY**  
ADVOCATE  
Enrolment No. AP/1506/2015

Report Generation Date and Time : 10-05-2019:17:15:56

190405005 EYSN ISIN No of Folios Voted  
INE117D01018 15

Voting Start Date and Time : 08-05-2019 09:00  
Voting End Date and Time : 10-05-2019 17:00  
Meeting Date and Start Time : 11-05-2019 10:30

*A. Sanukha Reddy*  
**A. SANMUKHA REDDY**  
ADVOCATE  
Enrolment No. AP/15006/2015

File Generated Date and Time : 10-05-2019:17:15:56

Shareholder Substatus	MemberId	Member Name	Entity Voted	BR File name	POA File name
Substatus unavailable in EVS	1203450000009022	SUBRATA KUMAR MITRA	INVESTOR	NONE	NONE
Substatus unavailable in EVS	1203690000011599	B. VENKATSWAMY	INVESTOR	NONE	NONE
Substatus unavailable in EVS	1204720001230712	ABHISHEK JAIN	INVESTOR	NONE	NONE
Substatus unavailable in EVS	1205450000097347	ABHILEKHA JAIN	INVESTOR	NONE	NONE
Substatus unavailable in EVS	1205450000107829	B VENKATA SWAMY	INVESTOR	NONE	NONE
Substatus unavailable in EVS	1206690000280893	T SHIVA KUMAR	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30039419524315	YARRA CHANDRA RAO	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30102220510799	VEENA LALWANI	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30102220510820	SUBHASH B LALWANI	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30102220777749	GHISULAL JAIN	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30115128713217	JAGABATHULA SRINIVAS	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30177418295911	TAPASVILAL DEORA	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30177418757141	ZOHEB SULTAN ALI SAYANI	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30286310202271	D SITA MAHA LAKSHMI	INVESTOR	NONE	NONE
Substatus unavailable in EVS	IN30311611026740	BABULAL JAIN	INVESTOR	NONE	NONE

*A. Sanmukha Reddy*  
**A. SANMUKHA REDDY**  
ADVOCATE

Enrolment No. AP/1506/2015