



Pharmaids Pharmaceuticals Limited

33rd Annual Report

2021-22

**BOARD OF DIRECTORS**

Mr. Mopperthy Sudheer	Independent Director
Mr. Veerareddy Vallapureddy	Independent Director
Dr. Vyasmurti Madhavrao Shingatgeri	Independent Director
Mr. Sadhanala Venkata Rao	Non - Executive and Non - Independent Director
Mrs. Sadhanala Padmaja Kalyani	Whole Time Director (Till 21.05.2022)
Mr. Sadhanala Vishwa Prasad	Whole Time Director (Till 09.07.2022)
Mr. Venu Madhava Kaparthy	Additional Director (From 21.05.2022)
Ms. Mini Manikantan	Additional Director (From 09.07.2022)

KEY MANAGERIAL PERSONNEL

Mr. Chilam Srikanth	Chief Financial Officer
Ms. Annie Jodhani	Company Secretary and Compliance Officer

REGISTERED OFFICE

4-4-211/212/3, 1ST Floor
Inderbagh, Sultan Bazaar
Hyderabad - 500095
Telangana, India
E-mail: pharmaids125@gmail.com
Website: www.pharmaids.com
Tel No. 040 - 40122151

CORPORATE OFFICE

Flat No. 503, Amrutha Estates,
Himayat Nagar, Hyderabad - 500029
Telangana, India

STATUTORY AUDITORS

M/s PPKG & Co (FRN: 009655S)
Chartered Accountants

LISTING

BSE Limited

REGISTRAR & SHARE TRANSFER AGENTS

M/s Venture Capital and Corporate
Investments Pvt Ltd
12-10-167, Bharat Nagar
Hyderabad - 500018
E-mail: investor.relations@vccipl.com
Website: <https://www.vccipl.com/index.html>

BANKERS

ICICI Bank
HDFC Bank
State Bank of India

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NOTICE

33rd ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the Members of M/s Pharmajidha Pharmaceuticals Limited ("the Company") will be held on Saturday, 20th August' 2022 at 12:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact following business mentioned below:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements for the Financial Year ended 31st March' 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sadhanala Venkata Rao (DIN: 02906370), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Mr. Venu Madhava Kaparthy (DIN: 00021699) as Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Venu Madhava Kaparthy (DIN: 00021699), Additional Director of the Company be and is hereby appointed as Director of the Company."

4. Appointment of Mr. Venu Madhava Kaparthy (DIN: 00021699) as Whole Time Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013, pursuant to the recommendation of Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to appoint Mr. Venu Madhava Kaparthy (DIN 00021699), as the Whole Time Director of the Company for a term of 3 years with effect from 21.05.2022 at a remuneration detailed below:

- a) Overall remuneration: Mr. Venu Madhava Kaparthy (DIN 00021699) shall be paid a remuneration (i.e. salary, perquisites and commission) upto Rs. 3,00,000/- (Rupees Three 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.
- d) He shall not be liable to retire by rotation.

RESOLVED LASTLY THAT the Directors of the Company be and are hereby severally authorised to do all such acts, things and deeds including but not limited to filing of requisite forms/ returns with the office of the Registrar of Companies so as to bring this resolution into force."



5. **Appointment of Ms. Mini Manikantan (DIN: 09663184) as Director**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Mini Manikantan (DIN: 09663184) as Additional Director of the Company be and is hereby appointed as Director of the Company."

6. **Appointment of Ms. Mini Manikantan (DIN: 09663184) as Whole Time Director**

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013, pursuant to the recommendation of Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to appoint Ms. Mini Manikantan (DIN: 09663184) as the Whole Time Director of the Company for a term of 3 years with effect from 09.07.2022 at a remuneration detailed below:

- a) Overall remuneration: Ms. Mini Manikantan (DIN: 09663184), shall be paid a remuneration (i.e. salary, perquisites and commission) upto Rs. 2,00,000/- (Rupees Two Lakhs 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 Ms. Mini Manikantan (DIN: 09663184) may be varied as desired by her and accepted by the Board.
- d) She shall be liable to retire by rotation.

RESOLVED LASTLY THAT the Directors of the Company be and are hereby severally authorised to do all such acts, things and deeds including but not limited to filing of requisite forms/ returns with the office of the Registrar of Companies so as to bring this resolution into force."

7. **Alteration to Memorandum to bring in line with Companies Act, 2013 and other changes**

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

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the approval of the members be and is hereby accorded to alter the Memorandum of Association by substituting the word "Andhra Pradesh" with the word "Telangana" in the existing Clause II of the Memorandum of Association.

RESOLVED FURTHER THAT the existing Clause III (B) of the Memorandum of Association of the Company be substituted with the revised Clause III(B) and that the existing Clause III(C) of the Memorandum of Association of the Company be deleted.

RESOLVED LASTLY THAT necessary amendments be made to the existing Memorandum of Association of the Company to bring it in line with the provisions of the Companies Act, 2013 and to incorporate such other modifications as proposed by the Board of Directors and that the Directors be and are hereby severally authorised to take such actions and steps as may be necessary and generally



to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. **Adoption of new set of Articles of Association to bring it in line with Companies Act, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Directors be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

9. **Change in Registered Office 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 the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "State of Telangana" to the "State of Karnataka" at Bengaluru.

RESOLVED FURTHER THAT upon shifting of the Registered Office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following New Clause."

II. **The Registered Office of the Company will be situated in the "State of Karnataka"**

"**RESOLVED FURTHER THAT** the Directors and the KMPs of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other Regulatory Authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution including Execution / Signing / Filing of necessary forms / Documents / Affidavits / Indemnity / Undertakings / Declarations as may be required, from time to time

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage Counsels / Consultants / Executives / Advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other Regulatory Authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above Resolution including but not limited to signing, certification and filing of the E-forms with the Registrar of Companies."



10. Increase of Authorised Share Capital 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 the provisions of Section 13, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Rules framed thereunder, the Consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from present Rs.11,00,00,000/- (Rupees Eleven Crores Only) consisting of 1,10,00,000 (One Crore Ten Lakhs Only) Equity Shares of Rs.10/- each to Rs.16,50,00,000/- (Rupees Sixteen Crores Fifty Lakhs Only) consisting of 1,65,00,000 (One Crore Sixty Five Lakhs Only) Equity Shares of Rs.10/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company, be and is hereby altered by substituting the existing Clause - V thereof by the following new Clause - V, as under:

V The Authorised Share Capital of the Company is Rs.16,50,00,000/- (Rupees Sixteen Crore Fifty Lakhs Only) consisting of 1,65,00,000 (One Crore Sixty Five Lakhs Only) Equity Shares of Rs.10/- each.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and things as may be required for filing of the above Resolution with the Registrar of Companies, as may be necessary and incidental to give effect to the Resolution."

11. Issue of Share Warrants on Preferential Basis

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

"RESOLVED THAT Pursuant to Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others Rules and Regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company and any other Rules, Regulations, Guidelines, Notifications, Circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), to the extent applicable and approvals including from the BSE Limited ("Stock Exchange") and all other Statutes, Rules, Regulations, Guidelines, Notifications, Circulars and clarifications as may be applicable and subject to such Approvals, Permissions, Sanctions and Consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such Approvals, Permissions, Sanctions and Consents as the case maybe) by any other Regulatory Authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the Consent of the Members of the Company be and is hereby accorded to the Board to Create, Offer, Issue and Allot at an appropriate time, in one or more tranches, up to 59,00,000 (Fifty Nine Lakhs Only) Convertible Warrants ("Warrants") at a Price of Rs.15.00/- (Rupees Fifteen Only) Per Warrant or such recomputed price in accordance with SEBI (ICDR) Regulations with a right to the Warrant holders to apply for and be allotted 1 (One) Equity



Share of the Face Value of Rs.10/- each of the Company ("Equity Shares") at a Premium of Rs.5 /- (Rupees Five only) Per Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs.8,85,00,000/- (Rupees Eight Crore Eighty Five Lakhs only) to the persons mentioned in the Explanatory Statement ("Proposed Allottees") of the Company for cash and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members.

FURTHER RESOLVED THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;
- b. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);
- c. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;
- d. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time;

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the Floor Price for the Issue of Equity Shares be and is hereby fixed as July 21, 2022 being the weekday 30 days prior to the date of Annual General Meeting i.e., August 20, 2022.

RESOLVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be in demat form and shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution



of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid Resolution;

RESOLVED LASTLY THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects."

Date: 22nd July' 2022

Place: Hyderabad

CIN: L52520TG1989TLC009679

Regd. Office: # 4-4-211/212/3, 1ST Floor, Inderbagh

Sultan Bazaar, Hyderabad - 500095

By Order of the Board of Directors

Sd/-

Annie Jodhani

Company Secretary



NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') entered with the Stock Exchanges and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment / re-appointment at this Annual General Meeting is annexed hereto.
2. In terms of Section 152 of the Companies Act, 2013, Mr. Sadhanala Venkata Rao (DIN: 02906370) retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company re-recommends his re-appointment.
3. The Ministry of Corporate Affairs ("MCA") has vide its Circular dated 13th January' 2020 read with the Circulars dated 8th April' 2020, 13th April' 2020 and 5th May' 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January' 2021 (collectively referred to as "SEBI Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC, without the physical presence of the Members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the 33rd AGM of the Company is being held through VC / OAVM on Saturday, 20th August ' 2022 at 12:00 P.M. (IST).

In compliance of Section 20 of the Companies Act, 2013 and further to the aforesaid MCA Circulars and SEBI Circulars, Notice of the 33rd AGM along with the Annual Report 2021-22 is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's Website: <https://www.pharmaids.com> Website of the Stock Exchange i.e., BSE Limited: <https://www.bseindia.com>, and on the Website of CDSL: <https://www.evotingindia.com>

4. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all the communications including Annual Report, Notices, Circulars etc. from the Company electronically.
5. A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate Members intending to authorise their Representatives to participate and vote at the AGM are requested to upload a copy of the Board Resolution / Authorisation Letter on the E-Voting Portal or send to the Company at pharmaids125@gmail.com with a copy marked to anniejodhani@gmail.com
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act. As per Regulation 40 of the SEBI Listing Regulations, as amended, Securities of Listed Entities can be transferred only in Dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of Securities. In view of this, Members holding Shares in Physical Form are requested to consider converting their holdings to Dematerialised form. Members can contact M/s Venture Capital and Corporate Investments Private Limited, Registrar and Share Transfer Agents of the Company, ("RTA" or "Registrar") situated at #12-10-167, Bharat Nagar, Hyderabad - 500018, E-mail: investor.relations@vccipl.com website of the Registrar: <https://www.vccipl.com/index.html> for assistance in this regard.



8. 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.
9. Nomination: Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.
10. 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.
11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its Members to cast their vote electronically, through the E-Voting services provided by Central Depository Services (India) Limited ("CDSL") on all the Resolutions set forth in this Notice. Members who have cast their Votes by remote E-Voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their Vote on such Resolutions again. The manner and process of E-Voting remotely by Members is provided in the instructions for E-Voting which forms part of this Notice.



12. A Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date for dispatch of Notice and Annual Report i.e. 23rd July' 2022 will only be entitled for receipt of Annual Report.
13. The Voting Rights of the Shareholders for voting through remote E-Voting at the AGM shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on Saturday, 13th August 2022 ('Cut-Off Date'). A Person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, only shall be entitled to avail the facility of remote E-Voting or of voting at the AGM and who is not a Member as on the Cut-off Date shall treat this Notice for information purposes only.
14. The Remote E-Voting Period will commence on Wednesday, 17.08.2022 (IST 09:00 A.M.) and will end on Friday, 19.08.2022 (IST 05:00 P.M.). During this period, Members of the Company, holding Shares either in Physical Form or in Dematerialised form, as on the Cut-off Date i.e., on Saturday, 13th August 2022 ('Cut-Off Date') shall be entitled to cast their vote by remote E-Voting. Once the Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
15. The facility for Voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their Vote on the Resolutions through remote E-Voting and are otherwise not barred from doing so, shall be eligible to Vote through E-Voting system during the AGM.
16. Any person who becomes a Member of the Company after sending the Notice and holding Shares as on the Cut-off date (13th August 2022) may obtain the Login-id and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if a Member is already registered with CDSL for remote E- Voting then he / she can use his / her existing User-id and Password for casting the Vote.
17. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.
18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their Name, Demat Account Number / Folio Number, E- mail, Mobile Number at pharmaids125@gmail.com or anniejodhani@gmail.com on or before Friday, 13th August 2022. The same will be replied by the Company suitably.
19. The Board of Directors has appointed Mr. Kashinath Sahu, Practicing Company Secretary (Membership No. FCS 4790, COP No. 4807), Hyderabad as the Scrutinizer to scrutinize the remote E-Voting Process and voting during the AGM, in a fair and transparent manner.
20. The Scrutinizer shall immediately, after the conclusion of E-Voting at the AGM, first count the Votes Cast during the AGM, thereafter, unblock the Votes Cast through remote E-Voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the Total Votes Cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Website of the Company and on the Website of CDSL immediately. The results will also be communicated to BSE Limited, where the Shares of the Company are listed.
21. To prevent fraudulent transactions, Members are advised to exercise Due Diligence and notify the Company of any change in address or Demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic Statement of Holdings should be obtained from the concerned DPs and Holdings should be verified from time to time.
22. Instructions for attending the AGM through VC / OAVM:
 - i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL E-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under



Shareholders / Members login by using the remote E-Voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the EVSN of the Company is displayed.

- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and I-Pads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - iii. Shareholders who would like to express their views / ask questions during the Meeting may register themselves as a speaker by sending their request in advance prior to the Meeting Date latest by 13th August 2022) from their registered E-mail address mentioning their names, DP-ID and Client-ID / Folio Number, PAN and Mobile Number at pharmaids125@gmail.com Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - iv. Members are encouraged to submit their questions in advance with regard to the Financial Statements or any other matter to be placed at the 33rd AGM, from their registered E-mail address, mentioning their Name, DP-ID and Client-ID Number / Folio Number and Mobile Number, to reach the Company's E-mail address at pharmaids125@gmail.com before 5:00 P.M. (IST) on Saturday, 13th August 2022) . Such questions by the Members shall be suitably replied by the Company.
 - v. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
 - vi. If any votes are cast by the Shareholders through the E-Voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered as invalid, as the facility of E-Voting during the Meeting is available only to the Shareholders attending the Meeting.
23. Subject to the receipt of Requisite number of Votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM. Voting through Electronic Means:
- Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2014 read with amendments or re-enactments made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to exercise Members' Right to Vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- The Members attending the Meeting, who have not already cast their vote through Remote E-Voting shall be able to exercise their Voting Rights at the Meeting. The Members who have already cast their vote through Remote E-Voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.
24. The instructions for Shareholders for Voting Electronically are as under:
- (i) The Voting Period commences on Wednesday, 17.08.2022 (09:00 A.M.) and closes on Friday, 19.08.2022 (05:00 P.M.) During this period, the Shareholders of the Company, holding Shares either in Physical Form or in Dematerialized Form, as on the Cut-off Date (Record Date), Saturday, 13th August 2022 may cast their vote electronically. The E-Voting Module shall be disabled by CDSL for Voting thereafter.
 - (ii) Shareholders who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting.

**Login method for E-Voting and Joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode:**

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December' 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	Login Method
Individual Shareholders Holding Securities in Demat Mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="667 584 1410 869">1. Users who have opted for CDSL EASI / EASIEST facility, can login through their existing User-id and Password. Option will be made available to reach E-Voting page without any further authentication. The URL for Users to login to EASI / EASIEST are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System MYEASI. <li data-bbox="667 880 1410 1317">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 E-Voting page of the E-Voting 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 / KARVY / LINKINTIME, so that the User can visit the E-Voting Service Providers website directly. <li data-bbox="667 1328 1410 1778">3. If the User is not registered for EASI / EASIEST, option to register is available at the following link: web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on www.cdslindia.com 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.
Individual Shareholders Holding Securities in Demat Mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="667 1794 1410 2004">1. If you are already registered for NSDL IDEAS facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a Mobile. Once the Homepage of E-services is launched,



	<p>click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ Section. A new screen will open. You will have to enter your User-id and Password. After successful authentication, you will be able to see E-Voting Services. Click on “Access to E-Voting” under E-Voting Services and you will be able to see E-Voting page. Click on Company name 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.</p> <ol style="list-style-type: none">2. If the User is not registered for IDeAS E-services, option to register is available at https://eservices.nsdl.com/ Select “Register Online for IDeAS” Portal or Click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the 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 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 E-Voting 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	<ol style="list-style-type: none">4. 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



Login type	Helpdesk details
Individual Shareholders Holding Securities in Demat Mode with CDSL	Members facing any technical issue in login can contact CDSL Helpdesk by sending a request at the following e-mail: helpdesk.evoting@cdslindia.com or Contact at toll free no. 1800 22 55 33
Individual Shareholders Holding Securities in Demat Mode with NSDL	Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at evoting@nsdl.co.in or Call at Toll Free No. 1800 1020 990 and 1800 22 44 30

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

- a. The Shareholders should log on to the E-Voting Website: www.evotingindia.com
- b. Click on “SHAREHOLDERS” Module.
- c. 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 to www.evotingindia.com 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 ('Pharmmaids 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 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
- 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 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: pharmaids125@gmail.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 or contact at 022 – 23058738 and 022 – 23058542 / 43

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 E-mail to helpdesk.evoting@cdslindia.com or call on 022 – 23058542 / 43

Date: 22nd July' 2022
Place: Hyderabad

By Order of the Board of
Directors

CIN: L52520TG1989TLC009679
Regd. Office: # 4-4-211/212/3, 1ST Floor, Inderbagh
Sultan Bazaar, Hyderabad – 500095

Sd/-
Annie Jodhani
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE****Item No. 3 and 4**

In accordance with the Provisions of Section 152, 160 read with Schedule – IV to the Companies Act, 2013, appointment of a Director requires approval of the Members in the General Meeting. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Venu Madhava Kaparthy (DIN: 00021699) be appointed as an Additional Executive Director on the Board, in terms of Section 152 of the Companies Act, 2013, whose office is not liable to retire by rotation.

The Company has received individual Declarations from Mr. Venu Madhava Kaparthy stating that he is not disqualified from being appointed as a Director in terms of Section 152 of the Act and has given his individual consent to act as Director.

The Board hereby recommends the appointment of Mr. Venu Madhava Kaparthy (DIN 00021699) as the Whole Time Director of the Company for a period of 3 years w.e.f 21.05.2022 subject to approval of the shareholders

The following is a brief profile of Mr. Venu Madhava Kaparthy (DIN 00021699)

Mr. Venu Madhava Kaparthy, is a Qualified Chartered Accountant and Cost Accountant, having experience with more than 2 decades in 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 immediate 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

Taking into consideration his rich profile and in view of the increasing responsibility, the Board, pursuant to the recommendation of Nomination and Remuneration, approved the appointment of Mr. Venu Madhava Kaparthy (DIN 00021699) as Whole Time Director of the Company subject to requisite approvals.

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. 3 and 4 are now being placed before the members for their approval by way of Ordinary Resolution.

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:

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



I. General Information		
4	Financial performance based on given indicators	The following are the financial parameters of the Company as on March 31, 2022 Turnover Rs. 393.93 Lakh Total Expense Rs. 381.41 Lakh Profit before Tax Rs. 14.03 Lakh Profit after Tax Rs. 14.51 Lakh as on March 31, 2021 Turnover Rs. 855.10 Lakh Total Expense Rs. 848.89 Lakh Profit before Tax Rs. 8.84 Lakh Profit after Tax Rs. 9.33 Lakh
5	Foreign Investments or collaborations, if any.	Nil No foreign investment in the Company as such.

II. 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 in 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 immediate 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	Age	53 years
3	Date of first appointment	Mr. Venu Madhava Kaparthy was appointed as Additional Director (executive category) of the Company w.e.f 21.05.2022 subject to the approval of shareholders
4	Board Meetings attended during the year	NA (Appointed after the closure of FY)
5	Committees of Board	NA (Appointed after the closure of FY)
6	Past Remuneration (p.a.)	Rs. 89,88,082/- p.a. (Rupees Eighty Nine Lakhs Eighty Eight Thousand and Eighty Two Only)
7	Job Profile and his suitability	The following is the Job profile and responsibilities: · To head the business development team to ensure the sustainability of the organization · Recruit key management and technical personnel · To prepare a business plan and strategy · To take care of Mergers & Acquisitions Considering his past experience, Mr. Venu Madhava Kaparthy is aptly suitable to be appointed as a Executive Director of the Company.
8	Remuneration proposed (p.a.)	(Detailed in the resolution)
9	Pecuniary relationship	He has no pecuniary relationship as such with the Company. He is holding 4,51,300 Equity Shares of the Company as on the date of this notice
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.



III. Other Information		
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.

Accordingly, Item No. 3 and 4 is recommended for your approval as Special Resolution

None of the Directors, KMPs or their relatives are interested in this resolution.

Item No. 5 and 6

In accordance with the Provisions of Section 152 read with Schedule - IV to the Companies Act, 2013, appointment of a Director requires approval of the Members in the General Meeting. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Mini Manikantan (DIN: 09663184) be appointed as an Additional Executive Director on the Board, in terms of Section 152 of the Companies Act, 2013, whose office is liable to retire by rotation.

The Company has received individual Declarations from Ms. Mini Manikantan (DIN: 09663184) stating that she is not disqualified from being appointed as a Director in terms of Section 152 of the Act and has given her individual consent to act as Director.

The Board hereby recommends the appointment of Ms. Mini Manikantan (DIN: 09663184) as the Whole Time Director of the Company for a period of 3 years w.e.f 09.07.2022 subject to approval of the shareholders

The following is a brief profile of Ms. Mini Manikantan (DIN: 09663184)

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.

Ms. Mini Manikantan with over 14+ 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, Commercials and Operations. She's previously worked with companies like Dr. Reddy's Lab and Eurofins Advinus.

Taking into consideration her rich profile and in view of the responsibility, the Board, pursuant to the recommendation of Nomination and Remuneration, approved the appointment of Ms. Mini Manikantan (DIN: 09663184) as Whole Time Director of the Company subject to requisite approvals.

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 and 6 are now being placed before the members for their approval by way of Ordinary Resolution.



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 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:

I. General Information		
1	Nature of Industry	The Company is a pharmaceutical company providing trading and manufacturing of Generics, Bulk Drugs and Intermediaries, etc.
2	Date of expected date of commencement of commercial production	The Company has already commenced its commercial operations
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	The following are the financial parameters of the Company as on March 31, 2022 Turnover - Rs. 393.93 Lakh Total Expense - Rs. 381.41 Lakh Profit before Tax - Rs. 14.03 Lakh Profit after Tax - Rs. 14.51 Lakh as on March 31, 2021 Turnover - Rs. 855.10 Lakh Total Expense - Rs. 848.89 Lakh Profit before Tax - Rs. 8.84 Lakh Profit after Tax - Rs. 9.33 Lakh
5	Foreign Investments or collaborations, if any.	Nil No foreign investment in the Company as such.
II. Information about the appointees:		
1	Background details and Experience	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. Ms. Mini Manikantan with over 14+ 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, Commercials and Operations. She's previously worked with companies like Dr. Reddy's Lab and Eurofins Advinus.
2	Age	37 years
3	Date of first appointment	Ms. Mini Manikantan was appointed as Additional Director (executive category) of the Company w.e.f 09.07.2022 subject to the approval of shareholders
4	Board Meetings attended during the year	NA (Appointed after the closure of FY)



5	Committees of Board	NA (Appointed after the closure of FY)
6	Past Remuneration (p.a.)	Rs. 22,20,923/-/- p.a. (Rupees Twenty Two Lakhs Twenty Thousand Nine Hundred Twenty Three Only)
7	Job Profile and his suitability	The following is the Job profile and responsibilities: <ul style="list-style-type: none"> • To head the operations team • Recruit key management and technical personnel Considering her past experience, she is aptly suitable to be appointed as the Whole Time Director of the Company and to fulfil the roles and responsibilities entrusted upon her.
8	Remuneration proposed (p.a.)	(Detailed in the resolution)
9	Pecuniary relationship	She has no pecuniary relationship as such with the Company.
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.
III. Other Information		
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.

Accordingly, Item No. 5 and 6 is recommended for your approval as Ordinary Resolution

Except the appointee, None of the Directors, KMPs or their relatives are interested in this resolution.

Item 7 & 8 Adoption of new set of articles and alterations to Memorandum of Association in line with the Companies Act, 2013

Certain necessary amendments are required to be made to the existing memorandum of association of the Company to bring it in line with the provisions of the Companies Act, 2013 and certain other modifications as desired by the Board.

Further, Clause II of the Memorandum of Association is being amended to incorporate the word “Telangana” instead of “Andhra Pradesh” since the state of Andhra Pradesh has been bifurcated and the registered office of the Company now falls under the state of Telangana.

Hence the Board of Directors proposes to accordingly amend the Memorandum of Association and seek shareholders’ approval for the same.

Further, the Existing Articles of Association are replaced and adopted by the new set of Articles of Association as per the requirements of the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013 and certain other modifications as desired by the Board.

Hence the Board of Directors proposes to accordingly amend the Articles of Association and seek shareholders’ approval for the same.

This resolutions are recommended for your approval as a Special Resolutions.

None of the Directors, KMP and/or their relatives are interested in the resolutions, except to the extent of their shareholding.

The draft set of the Articles of Association and Memorandum of Association has been kept at the registered office of the Company and is available for public inspection and have been uploaded in accordance with the provisions of the Companies Act.



Item No. 9

The Registered Office of the Company is presently situated in the State of Telangana (earlier, Andhra Pradesh).

The Board of Directors at their Meeting held on 21st May 2022 have decided to shift the Registered Office of the Company to State of Karnataka. Shifting of Registered Office from the State of Telangana to the State of Karnataka is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Karnataka, the set targets and objectives, which would be in the interest of the Company and its Members.

The Board is further of the view that the proposed shifting of the Registered Office would improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the Registered Office of the company is shifted from the State of Telangana to the State of Karnataka. Further there is better growth for the business of the Company in the State of Karnataka and has therefore propose to shift the Registered Office of the Company to the State of Karnataka.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the Members, Central Government or the Regional Director, or / and any other relevant authorities and consequential alteration in the Registered Office Clause II of the Memorandum of Association of the Company.

The proposed change is not prejudicial to the interest of the Members, Public at large, Employees and other Business Associates of the Company.

The Board of Directors recommends the Resolution set out at Item No. 9 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Person of the Company is in any way concerned or interested in the said Resolution. Your Directors recommend the Resolution for your approval as a Special Resolution.

Item No. 10

The present Authorised Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crores Only) comprising of 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 21st May 2022 had accorded its approval for increasing the Authorised Share Capital from Rs.11,00,00,000/- (Rupees Eleven Crores Only) to Rs.16,50,00,000/- (Rupees Sixteen Crores Fifty Lakhs Only) by creation of 55,00,000 (Fifty Five Lakhs Only) additional Equity Shares of Rs.10/- each ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members at the General Meeting.

A copy of the Memorandum of Association duly amended will be available for inspection in the manner provided in Item No. 10 of this Notice.

None of the Directors and Key Managerial Person of the Company is in any way concerned or interested in the said Resolution.

The Consent of the Members is therefore being sought for the above mentioned Resolution of the Notice as an Special Resolution.

Item No. 11

The Board of Directors of the Company (“Board”) in their Meeting held on May 21, 2022 and July 22, 2022 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs.8,85,00,000 by way of issue of 59,00,000 equity Share Warrants having Face Value of Rs.10/- each under Preferential Issue / Private Placement basis at a price of Rs. 15/- per share and subject to and in accordance with SEBI (ICDR) Regulations.



In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the Act), and in accordance with the provisions of Chapter V “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the Members by way of a Special Resolution. The Board, therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

Subject to approval of the Shareholders of the Company, the Board has authorized the issuance and allotment of 59,00,000 (Fifty Nine Lakhs) Share Warrants at a price of Rs.15/- Per Equity Share provided that the Minimum Price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations, to the Investors by way of a Preferential Allotment for a total consideration of Rs.8,85,00,000/- (Rupees Eight Crores Eighty Five Lakhs Only)

The following disclosures for the Issue of Equity Shares on Preferential Basis are made in accordance with the provisions of Section 62 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and ICDR Regulations:

Objects of the Issue	To meet Working Capital requirements and part-finance the business expansion program					
Total Number/Maximum number of Shares to be issued	59,00,000 Equity Share warrants are being issued now and equivalent number of equity shares of Face value of Rs.10/- each will be allotted upon exercise of conversion option. Aggregating to Rs. 8,85,00,000/-					
Price or Price Band at which the allotment is proposed	The Issue Price is Rs.15/- Per Share (Face Value Rs.10/- + Rs.5/- Share Premium) or such price arrived at, in accordance with Chapter V of the ICDR Regulations.					
Basis on which the Price has been arrived at	The Board has decided the price for the said preferential allotment of equity shares/warrants at Rs. 15/- considering various parameters. However, the allotment shall not be less than the price arrived at in accordance with Chapter IV read with Regulation 164 & Regulation 166 A of SEBI (ICDR) Regulations. The Equity Shares of Company are listed on BSE Limited and are frequently traded in accordance with the ICDR Regulations.					
The Relevant Date on the basis of which price has been arrived at	July 21, 2022					
The class or classes of person to whom the allotment is proposed to be made (All subscribers are non promoters)	Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Share s proposed to be issued	Pre-Issue		Post-Issue@	
			Number of Shares	%	Number of Shares	%
	Sapna YR	AHNPR9053L	Nil	Nil	4,25,000	2.62
	A Bala Krishna	ALDPB3459J	Nil	Nil	4,25,000	2.62
	S Prasad	AQMPP2599R	Nil	Nil	4,25,000	2.62
	Raghavendra N	AGPPN3622A	Nil	Nil	4,25,000	2.62
	Venu Madhava Kaparthy	AAWPM7874Q	4,51,300	4.38	8,76,300	5.41
	Jayalakshmi R	AUFPR9146R	Nil	Nil	4,25,000	2.62
	V Mahendra	AIAPM2590H	Nil	Nil	5,00,000	3.08
	Balaganga dhara B C	AFUPC3328Q	Nil	Nil	6,50,000	4.01
	Shankarapp Anagarala Vinaya Babu Mini Manikantan	AEJPV9478A	10,00,000	9.70	27,00,000	16.66
		APYPM4112Q	Nil	Nil	5,00,000	3.08
	Total		14,51,300	14.08	73,51,300	45.34



<p>Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the Offer</p> <p>The proposed time within which the allotment shall be completed</p>	<p>Except Mr. Venu Madhava Kaparthy and Ms. Mani Manikantan (Non Promoter - Additional Directors) None of the Promoters, Directors or Key Managerial Personnel of the Company are subscribing to the Preferential Allotment. All the subscribers are Non-promoters and upon completion of the proposed Preferential Issue, the Investors shall be classified as “Non Promoters” only No intention of the Promoters to participate in the said preferential issue.</p> <p>Under Regulation 170 of the ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 18 (Eighteen) Months from the date of passing of the Special Resolution of the Shareholders of the Company or within the statutory time limits prescribed by the Regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any Regulatory or Statutory Authority or the Central Government for allotment is pending, the Period of 18 (Eighteen) Months shall commence from the date of such approval or permission being obtained.</p>			
<p>Names of the Proposed Allottees and the percentage of post Preferential Offer Capital that may be held by them</p>	<p>S No</p>	<p>Name of the Proposed Allottees*</p>	<p>PAN</p>	<p>%*[@]</p>
	1	Sapna YR	AHNPR9053L	2.62
	2	A Balakrishna	ALDPB3459J	2.62
	3	S Prasad	AQMPP2599R	2.62
	4	Raghavendra N	AGPPN3622A	2.62
	5	Venu Madhava Kaparthy	AAWPM7874Q	5.41
	6	Jayalakshmi R	AUFPR9146R	2.62
	7	V Mahendra	AIAPM2590H	3.08
	8	Balagangadhara B C	AFUPC3328Q	4.01
	9	Shankarappanagaraja Vinaya Babu	AEJPV9478	16.66
	10	Mini Manikantan	APYPM4112Q	3.08
	<p>The proposed allottees are Non promoters and shall remain non-promoters subsequent to allotment of warrants and conversion.</p>			
<p>Change in control, if any in the Company that would occur consequent to the Preferential Offer</p>	<p>No Consequent to the completion of the allotment, the Investors will be classified as Non - Promoters and will not be in control of the Company. No change in control pursuant to the preferential allotment.</p>			
<p>Number of Persons to whom allotment on Preferential Basis have already been made during the year, in terms of number of Securities as well as Price.</p>	<p>Nil</p>			
<p>Time frame within which the preferential issue shall be completed;</p>	<p>Allotment shall be completed within a period of fifteen days from the date of passing of such resolution, subject to and in accordance with Chapter V of Preferential Allotment.</p>			

**All natural persons and are the ultimate beneficial owners of the proposed shares being allotted and no body corporates
[@]Assuming all the equity warrants are converted*



The following is the shareholding pattern before and after the issue:

Name of the Shareholders	Pre issue shareholding		Preferential Issue	Post Issue Shareholding@	
	No. of Shares held	% of Shares	No. of Share	No. of shares held	% of Shares
Promoter & Promoter Group					
Individuals/Hindu Undivided Family	2134770	20.70	-	2134770	13.17
Others	—	—	—	—	—
Total Promoter Group(A)	2134770	20.70	-	2134770	13.17

Public shareholding					
Non-institutions					
(a) Bodies Corporate	32798	0.32	-	32798	0.20
(b) Individuals	8120183	78.75	5900000	14020183	86.48
(c) NRIs	20170	0.20	—	20170	0.12
(d) Clearing Members	3313	0.03	—	3313	0.02
Total Public Shareholding (B)	8176464	79.30	5900000	14076464	86.83
TOTAL (A)+(B)	10311234	100	5900000	16211234	100

@Assuming all the equity warrants are converted

The Company hereby undertakes that the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees as applicable.

None of the Directors or Promoters are willful defaulters or fraudulent borrower. The promoters do not intend to participate in the said preferential issue. The proposed subscribers are not related to each other and are not persons acting in concert.

The present allotment is for cash and not for consideration other than cash. The Company has obtained a valuation certificate from Mr. G Murali, FCA, Registered Valuer (IBBI Reg Valuer No. IBBI/RV/02/2019/11566) having its office at Flat No -507, Everest Block, 'C' Block, 5th Floor, Aditya Enclave, Mythivanam, Beside Ameerpet Metro Station, Hyderabad-500038, in accordance with Regulation 166A of SEBI (ICDR) Regulations. The same shall be uploaded on the website of the Company at <http://www.pharmaids.com/>. The Company has not made any other issue or allotment of securities on preferential basis during the year 2021-22 and during the period from 1st April, 2022 till the date of this notice.

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations. The articles do not provide for a method of a determination which results in a floor price higher than that determined under these regulations.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item Nos. 11 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company except Mr Venu Madhava Kaparthy.(DIN 00021699) and Ms. Mini Manikantan (DIN 09663184) who are currently Additional Directors (Executive Category).

The certificate from the Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available/uploaded for inspection to the Members at the Meeting in accordance with provisions of Companies Act, 2013. The same shall be uploaded on the website of the Company at <http://www.pharmaids.com/>

**‘Annexure – A’ to the Notice****Details of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting**

[Pursuant to Regulation 36(3) 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	Sadhanala Venkata Rao	Venu Madhava Kaparthy	Mini Manikantan
DIN	02906370	00021699	09663184
Date of Birth	25/12/1963	11/07/1969	22/11/1984
Age	58	53	37
Date of First Appointment / Re-appointment on the Board	06/01/2021	21/05/2022	09/07/2022
Qualifications	Chartered Accountant Company Secretary, LLB	Chartered Accountant Cost and Management Accountant	Masters in Business Management and Administration Masters in Human Rights
Experience	30 Years	27 Years	14 years
Terms and Conditions of Appointment	Appointed as Non Independent and Non-Executive Director on the Board, liable to retire by rotation Retiring by rotation at this AGM	Appointed as an Additional Director under Executive Category Being appointed as WTD subject to approval of the shareholders	Appointed as an Additional Director under Executive Category Being appointed as WTD subject to approval of the shareholders
Nature of Expertise in Specific Functional Areas	30 years of Experience in the field of Banking, Finance and Legal	27 years of Experience in the field of Audit Assurance, Tax, ERP, Corporate Treasury & Investment Banking	Over 14+ years of experience in the Pharmaceutical industry and has led the project management
Remuneration last Drawn	Nil from the Company	Nil from the Company	Nil from the Company
Number of Meetings of the Board attended during the Year	5 out of 5	NA as appointed after the end of FY	NA as appointed after the end of FY
Inter-se Relationship with other Directors and Key Managerial Personnel	Brother of Viswa Prasad Sadhanala who has resigned as WTD w.e.f 09.07.2022 Husband of Padmaja Kalyani who has resigned as WTD w.e.f. 21.05.2022	None	None
List of Directorship	Not a Director in any listed Company except Pharmaids Pharmaceuticals Limited	1. Four Seasons Energy Ventures Private Limited (Not a Director in any listed Company except Pharmaids Pharmaceuticals Limited)	None (Not a Director in any listed Company except Pharmaids Pharmaceuticals Limited)
Membership/Chairmanship of Committees of other Board (Listed)	Nil	Nil	Nil
Shareholding in Pharmaids Pharmaceuticals Limited	31,08,531 Equity Shares	4,51,300 Equity Shares	Nil
Name of listed companies from which the person has resigned in past 3 years	Vanta Bioscience Limited – resigned w.e.f 05.01.2021	None	Nil

Date: 22.07.2022

Place: Hyderabad

CIN: L52520TG1989TLC009679Regd. Office: # 4-4-211/212/3, 1ST Floor, Inderbagh

Sultan Bazaar, Hyderabad – 500095

By Order of the Board of Directors

Sd/-

Annie Jodhani

Company Secretary