



**PHARMAIDS PHARMACEUTICALS LIMITED**

**CIN: L52520KA1989PLC173979**

**Regd. Office:** Unit #201, Brigade Rubix, 20/14, HMT Factory Road, Peenya Plantation,  
Bangalore 560013 INDIA. **Tel:** 080-49784319

**E-mail :** [compliance@pharmaids.com](mailto:compliance@pharmaids.com) | **Website:** [www.pharmaids.com](http://www.pharmaids.com)

**NOTICE OF POSTAL BALLOT**

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

**Notice** is hereby given to the shareholders of Pharmaids Pharmaceuticals Limited (the “**Company**”) pursuant to the provisions of Sections 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, as amended (“**the Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“**the Management Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the members of the Company (as on the Cut-off Date), for matter as considered in the Resolutions appended below through Postal ballot (“**the Postal Ballot**”) only by voting through electronic means (**‘remote e-Voting**’):

<b>Resol No.</b>	<b>Particulars</b>	<b>Type of resolution</b>
1	To Approve the appointment of Dr. Yogananda Moolemath (DIN: 02870387) as an Independent Director of the Company.	Special
2	To Approve the Payment of Remuneration to Non-Executive Directors of the Company.	Ordinary

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

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

The Board has appointed Mr. Kashinath Sahu, Practicing Company Secretary (Membership No. FCS 4790, COP No. 4807), Hyderabad, Practising Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged Central Depositories Services Limited (“CDSL”) for facilitating e-voting.

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

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

<b>Cut-off date for eligibility to vote</b>	<b>Friday, November 28, 2025</b>
<b>Commencement of e-voting</b>	<b>Tuesday, December 02, 2025 at 9:00 a.m. (IST)</b>
<b>Conclusion of e-voting</b>	<b>Wednesday, December 31, 2025 at 5:00 p.m. (IST)</b>

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on **Wednesday, December 31, 2025** and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 2 (two) working days from the conclusion of the e-voting period i.e. on or before 5.00 P.M. IST on Wednesday, December 31, 2025. The Scrutinizer’s decision on the validity of votes cast will be final. The results of the Postal Ballot along with the Scrutinizer’s Report will also be placed on the Company’s website i.e. [www.pharmaids.com](http://www.pharmaids.com) and shall be simultaneously communicated to the Stock Exchanges where the Company’s Equity Shares are listed. The results of the Postal Ballot will also be displayed at the registered office of the Company.

Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of voting, i.e. Wednesday, December 31, 2025.

The Board of Directors of the Company recommends approval of the shareholders for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is annexed hereto.

**1. To approve the appointment of Dr. Yogananda Moolemath (DIN: 02870387) as an Independent Director of the Company:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Article of Associations of the Company, on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Yogananda Moolemath (DIN: 02870387), be and is hereby appointed as an Independent Director of the Company, in respect of whom the Company has received a declaration who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, who shall not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years with effect from January 01, 2026 and upon such terms and conditions including remuneration/fee as set out in the Statement pursuant to Section 102(1) of the Act, annexed to this Postal Ballot Notice;

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year during the tenure of Dr. Yogananda Moolemath, the remuneration as approved and set out in the Explanatory Statement annexed hereto shall be paid to him as minimum remuneration, subject to the provisions and ceilings prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee or any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any

further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;”

**2. To Approve the Payment of Remuneration to Non-Executive Directors of the Company.**

*To consider and if thought fit, to pass the following Resolution, as **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to Section 197, 198 read with the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to pay remuneration/fee not exceeding the limits prescribed under the provisions of Section 197 read with Schedule V of the Act in case of no profits/ inadequate profits and distributed for three (3) years from FY 2025-26 to FY 2027-28 to each non-executive director including independent directors of the Company, as the Board may determine from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to decide the manner of payment of remuneration and other benefits, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**Registered Office:**

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

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

Sd/-  
Prasanna Subramanya Bhat  
Company Secretary & Compliance Officer  
Membership No: A48828  
November 28, 2025  
Bengaluru

### **NOTES:**

1. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on **Friday, November 28, 2025 (“the Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
2. The Members of the Company whose name appear in the Register of Members or in the Register of Beneficial Owners as received from the Depositories i.e. NSDL/ CDSL Friday, November 28, 2025, (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email address with Venture Capital and Corporate Investments Private Limited (‘RTA/Registrar’)) only shall be entitled to vote in relation to the Resolutions specified in the Postal Ballot Notice.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, November 28, 2025, being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Wednesday, December 31, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website [www.pharmaids.com](http://www.pharmaids.com) on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com), and will be communicated to the stock exchange.
6. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to [compliance@pharmaids.com](mailto:compliance@pharmaids.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period Tuesday, December 02, 2025 to Wednesday, December 31, 2025. Alternatively, the documents will also be made

available at the Registered Office of the Company during office hours on all working days between Tuesday, December 02, 2025 to Wednesday, December 31, 2025.

7. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP).
  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.


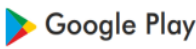


9. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed format with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective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

### Instructions for e-voting:

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

Type of Shareholders	Particulars
Individual Shareholders Holding Securities in Demat Mode with CDSL	<p>Users who have opted for CDSL EASI / EASIEST facility, can login through their existing User-id and Password. The option will be made available to reach E Voting page without any further authentication. The URL for Users to login to EASI / EASIEST are <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System MYEASI.</p> <p>After successful login to the EASI / EASIEST User will be able to see the E-Voting option for eligible Companies where the E-Voting is in progress as per the information provided by Company. On clicking the E-Voting option, the User will be able to see the E-Voting page of the Evoting Service Provider for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL / NSDL / LINKINTIME etc., so that the User can visit the E-Voting Service Providers website directly.</p> <p>If the User is not registered for EASI / EASIEST, option to register is available at the following link: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a></p> <p>Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on</p>



	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the User will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all the E-Voting Service Providers.</p>
Individual Shareholders Holding Securities in Demat Mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the E-services website of NSDL. Open web browser by typing the following:</p> <p><u>URL:</u><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a Mobile. Once the Homepage of E- services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User-id and Password. After successful authentication, you will be able to see E-Voting Services. Click on "Access to EVoting" under E-Voting Services and you will be able to see the E-Voting page. Click on Company name or E- Voting Service Provider name and you will be re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.</p> <p>If the User is not registered for IDeAS E-services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> Select "Register Online for "IDeAS" Portal or Click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the homepage of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User-id (i.e., your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown 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.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>



Individual Shareholders Holding Securities in Demat Mode Login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on Company Name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your vote during the remote E-Voting period or joining Virtual Meeting and voting during the Meeting.
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***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 email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or Contact at 022-62343333 / 1800-21-09911
Individual Shareholders Holding Securities in Demat Mode with NSDL	Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free No. 022 – 48867000/ 022 69489498

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

- The Shareholders should log on to the E-Voting Website: [www.evotingindia.com](http://www.evotingindia.com)
- Click on “SHAREHOLDERS” Module.
- Now enter your User-id i. For CDSL: 16 Digits Beneficiary ID ii. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the ‘Image Verification’ as displayed and Click on Login.
- If you are holding Shares in Demat form and had logged on and had voted on an earlier E-Voting of any Company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

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

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member-id / Folio Number in the 'Dividend Bank Details' field.

- g. After entering these details appropriately, click on 'SUBMIT' tab.
- h. Shareholders holding Shares in Physical Form will then directly reach the Company selection screen. However, Shareholders holding Shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the 'New Password' field. Kindly note that this password is to be also used by the Demat Holders for Voting for Resolutions of any other Company on which they are eligible to vote, provided that the Company opts for E-Voting through CDSL Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- j. Click on the EVSN of the relevant Company ('Pharmaids Pharmaceuticals Limited') on which you choose to vote.
- k. On the Voting Page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for Voting. Select the option 'YES' or 'NO' as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
- l. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- m. After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A Confirmation Box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- n. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your Vote.
- o. You can also take a print of the votes cast by clicking on 'Click here to Print' option on the Voting Page.
- p. If a Demat Account Holder has forgotten the login password, then enter the User-id and the 'Image Verification Code' and click on Forgot Password and enter the details as prompted by the system.

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

- Non – Individual Shareholders (i.e., Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the ‘CORPORATES’ Module.
- A Scanned copy of the Registration Form bearing the Stamp and Sign of the Entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details, a Compliance User should be created using the Admin login and Password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The List of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A Scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively, Non – Individual Shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: [compliance@pharmaids.com](mailto:compliance@pharmaids.com) if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-62343333. All grievances connected with the facility for Voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), Wing – A, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an Email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-62343333.

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

The following Explanatory Statement sets out the material facts relating to the business mentioned in Item No.1 & 2 of the accompanying Notice of Postal Ballot dated November 28, 2025 and should be taken as forming part of this Notice:

**Item No. 1 – To approve the appointment of Dr. Yogananda Moolemath (DIN: 02870387) as an Independent Director of the Company**

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Dr. Yogananda Moolemath (DIN: 02870387), as an Independent Director of the Company. The Board of Directors, vide through circular resolution dated November 28, 2025, considered the recommendation and appointed Dr. Yogananda Moolemath (DIN: 02870387), with effect from January 01, 2026, as an Independent Director of the Company. The Board of Directors also approved that the term of office of Dr. Yogananda Moolemath as an Independent Director will be for 5 (five) consecutive years from January 01, 2026, subject to the approval of members of the Company.

Dr. Yogananda Moolemath is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Dr. Yogananda Moolemath that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

He shall be paid remuneration by way of professional fee of Rs. 5,00,000/- per annum (Rupees Five Lakh Only) as recommended by Nomination & Remuneration Committee and approved by the Board of Directors, excluding the reimbursement of expenses, if any, for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Though the tenure of Dr. Yogananda Moolemath is of 5 years, it is hereby proposed to remunerate Dr. Yogananda Moolemath for the initial period of 3 years effective from January 01, 2026, considering the recommendation of Nomination and Remuneration Committee and owing inadequacy of profit. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 the remuneration payable to Dr. Yogananda Moolemath as approved by the Board is required to be approved by Members due inadequacy of profits for the year ended March, 2025. It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

Pursuant to Clause (iv) of Section II of Part II of Schedule V of the Companies Act, 2013, all the required information, except the Information about the appointee, as provided below, has already been provided in the Explanatory Statement under Item No. 2 and the same may be referred to.

<b>Information about the appointee:</b>		
1.	Background details and Experience	Dr. Yogananda Moolemath is a European Registered Toxicologist (ERT) with a PhD in Toxicology and has over 30 years of experience in Drug Discovery & Development, toxicology, regulatory science and research leadership. He is presently serving as Chief Scientific Officer & Co-Founder of Vittarthaa Life Sciences and has held senior positions in reputed pharmaceutical and CRO organisations. He was also associated with St. John's National Academy of Health Sciences, Bangalore as an Adjunct Associate Professor, and has authored multiple peer-reviewed research publications with global regulatory submissions.
2.	Past Remuneration (p.a.)	Not Applicable
3.	Recognition or Awards	<ul style="list-style-type: none"> <li>• Awarded “Young Manager” Silver medal in All India B-School Competition held at Kirloskar Institute of Advance Management Studies, Harihara, Karnataka, in the year 2002.</li> <li>• Awarded “Prof. P. Kameshwara Rao Young Scientist Award” at the VII Applied Zoologist Researchers Association (AZRA) Conference held at Orissa University of Agriculture and Technology (OUAT), Bhubaneswar, Orissa in February 2005.</li> </ul>
4.	Job Profile and his suitability	3+ decades experience in in Drug Discovery & Development, toxicology, regulatory science and research leadership. Having spent a long time in the industry and the moving spirit of the Company, he is aptly suitable to be appointed as an Independent Director of the Company.
5.	Remuneration proposed (p.a.)	Rs.5,00,000/- (p.a)
6.	Comparative remuneration profile with respect to industry, size of company, profile of the position and person.	Taking into consideration the nature of the industry and size of the Company, the profile of the director, the responsibilities associated with such position and the industry benchmark, the remuneration proposed to be paid to the director is commensurate with the remuneration structure in other companies and in conformity with the

		industry norms, considering the knowledge domain, skill sets and expertise they bring to the Company.
7.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Besides the remuneration proposed to be paid to him, Dr. Yogananda Moolemath does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

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

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Dr. Yogananda Moolemath as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Dr. Yogananda Moolemath as an Independent Director requires approval of members of the Company by passing a special resolution.

Copy of the letter of appointment issued to Dr. Yogananda Moolemath setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to [compliance@pharmaids.com](mailto:compliance@pharmaids.com)

Dr. Yogananda Moolemath is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Relatives of Dr. Yogananda Moolemath may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the member.

### **Item No. 2 – To Approve the Payment of Remuneration to Non-Executive Directors of the Company.**

The Company aims to maintain an optimum and balanced Board structure comprising Executive and Non-Executive (including Independent) Directors. In order to ensure the availability of qualified professionals on the Board and to benefit from their expertise, business acumen and strategic guidance, it is proposed to pay remuneration to the Non-Executive Directors, considering the nature of responsibilities entrusted to them, the time devoted and the value contributed towards the Board and Committee functions.

In terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Company is permitted to pay remuneration to Non-Executive Directors including Independent Directors both in the event of profits as well as in the event of no profits or inadequacy of profits, within the monetary limits prescribed under Schedule V, with the approval of the Members. The limits under Schedule V are based on the Company's effective capital. Remuneration within such limits may be approved by an Ordinary Resolution and remuneration in excess of such limits may be approved by a Special Resolution.

Further, pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees or compensation paid to Non-Executive Directors (including Independent Directors) shall be approved by the Members.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has approved and recommended for the approval of the Members, the proposal to pay remuneration to each Non-Executive Director of the Company, as may be determined by the Board from time to time, in case of inadequacy of profits or absence of profits, within such limits in accordance with Section 197 read with Schedule V of the Act.

The actual amount of remuneration payable to each Non-Executive Director in any financial year shall be determined by the Nomination & Remuneration Committee and the Board, after considering the overall performance and financial position of the Company, attendance and contribution at Board and Committee meetings, including Chairmanship and Benchmarking of proposed remuneration with reference to the Company's performance, subject to the overall limits prescribed under the Act. The limits proposed do not include payment of sitting fees, if paid within the limits prescribed under the Act.

**Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 02.**

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



iv	Financial performance based on given indicators	As per published audited financial results of the Company for the financial year ended March 31, 2025; <table><tr><th>Particulars</th><th>(in lakhs)</th></tr><tr><td>Total Income</td><td>335.98</td></tr><tr><td>(Loss) as per the Statement of Profit and Loss</td><td>(727.92)</td></tr><tr><td>Profit as computed under Section 198 of the Act.</td><td>N.A.</td></tr><tr><td>Net Worth</td><td>6378.88</td></tr></table>	Particulars	(in lakhs)	Total Income	335.98	(Loss) as per the Statement of Profit and Loss	(727.92)	Profit as computed under Section 198 of the Act.	N.A.	Net Worth	6378.88
Particulars	(in lakhs)											
Total Income	335.98											
(Loss) as per the Statement of Profit and Loss	(727.92)											
Profit as computed under Section 198 of the Act.	N.A.											
Net Worth	6378.88											
v	Foreign Investments or collaborations, if any	Not Applicable										
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.										

All the Non-Executive Directors and their relatives shall be deemed to be concerned or interested in this resolution to the extent of the remuneration payable. None of the other Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at item no. 2 of this Notice.

## Annexure to the Notice

### Item No. 01 : Details of Director seeking appointment

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]**

Name of the Director	Dr. Yogananda Moolemath
DIN	02870387
Designation/category of the Director	Non-Executive Independent Director
Date of Birth	December 23, 1973
Age	51 years
Date of First Appointment / Re-appointment on the Board	NA
Qualifications	<ul style="list-style-type: none"> <li>• PhD from Madras University, Subject: Toxicology - Neuroendocrinology.</li> <li>• M.Sc in Zoology, from Annamalai University, Annamalainagar qualified with first class in the year 1999.</li> <li>• Course in Veterinary Histology and Embryology from Veterinary College University of Agricultural Sciences, Bangalore.</li> <li>• P.G. Diploma in Environmental Law, from National Law School of India University, Bangalore qualified in the year 2004.</li> </ul>
Experience, Expertise in specific Functional Areas and Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Dr. Yogananda Moolemath is a European Registered Toxicologist (ERT) with a PhD in Toxicology and has over 30 years of experience in Drug Discovery & Development, toxicology, regulatory science and research leadership. He is presently serving as Chief Scientific Officer & Co-Founder of Vittarthaa Life Sciences and has held senior positions in reputed pharmaceutical and CRO organisations. He was also associated with St. John's National Academy of Health Sciences, Bangalore as an Adjunct Associate Professor, and has authored multiple peer-reviewed research publications with global regulatory submissions.
Terms and Conditions of Appointment	<p>As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.</p> <p>He will be appointed as an Independent Director of the Company subject to the approval of the Shareholders.</p>
Remuneration last Drawn	Not Applicable
Details of Remuneration sought to be paid	He shall be paid remuneration by way of professional fee as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board

	and other meetings within the limits stipulated under Section 197 of the Act.						
Number of Meetings of the Board attended during the financial year	Not Applicable.						
Inter-se Relationship with other Directors and Key Managerial Personnel	None						
Directorship(s) held in other Companies.	<table border="1"> <thead> <tr> <th>Name of the Company</th><th>Position</th></tr> </thead> <tbody> <tr> <td>Vittarthaa Lifesciences Private Limited</td><td>Director</td></tr> <tr> <td>Vittarthaa Technologies LLP</td><td>Designated Partner</td></tr> </tbody> </table> <p>Apart from the mentioned above, not a Director in any other Company including listed Company except proposed to be in Pharmaids Pharmaceuticals Limited)</p>	Name of the Company	Position	Vittarthaa Lifesciences Private Limited	Director	Vittarthaa Technologies LLP	Designated Partner
Name of the Company	Position						
Vittarthaa Lifesciences Private Limited	Director						
Vittarthaa Technologies LLP	Designated Partner						
Memberships / Chairmanship of Committees of other Board	Nil						
Shareholding in Pharmaids Pharmaceuticals Limited	Nil						
Name of listed companies from which the person has resigned in past 3 years	None						

By Order of the Board of Directors

**Pharmaids Pharmaceuticals Limited**

**Sd/-**

**Prasanna Subramanya Bhat**

Company Secretary and Compliance Officer

Membership No: A48828

Bengaluru, November 28, 2025.