



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 | **Website:** 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)

Dear Member(s),

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

Resolution No.	Particulars
1	Material Related Party Transactions with Koye Lifesciences Private Limited, related party of the Company.
2	Divestment/Sale/Disposal of entire partnership stake in Anugraha Chemicals, a Partnership Firm, material subsidiary of the Company.

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:

Cut-off date for eligibility to vote	Friday, July 11, 2025
Commencement of e-voting	Wednesday, July 16, 2025 at 9:00 a.m. (IST)
Conclusion of e-voting	Thursday, August 14, 2025 at 5:00 p.m. (IST)

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on **Thursday, August 14, 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 Tuesday, August 19, 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 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. Thursday, August 14, 2025.

SPECIAL BUSINESS:

1. Material Related Party Transactions with Koye Lifesciences Private Limited (KLS)

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

“RESOLVED THAT pursuant to Regulation(s) 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Pharmaids Pharmaceuticals Limited (‘Company’), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Koye Lifesciences Private Limited (‘KLS’), a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and KLS, for an aggregate value up to Rs.20,00,00,000/- (Rupees Twenty Crores Only), for financial transactions including lending and borrowing, availing/rendering of operational services, sale of products, leasing of assets and other transactions for the purpose of business, to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

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

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

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

2. **Divestment/Sale/Disposal of the entire Partnership interest in Anugraha Chemicals, a Partnership Firm, Material Subsidiary of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Regulation 24, 37A and other applicable regulation, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’) and in accordance with section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any read with the relevant rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the statutory authorities and subject to such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum and Articles of Association of the Company, as recommended by the Board of Directors, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (‘the Board’, which term shall be deemed to mean and include any Committee constituted by the Board) of the Company, to authorise the Board of Directors of the Company to the sale, transfer or disposal of entire partnership stake of Anugraha Chemicals (‘Partnership Firm’), to Mr. Sourabh Hadimani (‘Existing Partner’) or his nominee, who is not a related party of the Company for an aggregate consideration of Rs.10,50,00,000/- (Rupees Ten Crore fifty lakhs Only) in one or more tranches (‘Proposed Transaction’) and on such terms and conditions and subject to other regulatory approvals and evaluations as may be prescribed and specified in the agreement(s), deed(s), documents (s) to be executed for the purposes of the sale/disposal, and such other conditions envisaged in the explanatory statements hereto.

RESOLVED FURTHER THAT the Exit/Disinvestment Agreement and/or any enabling agreement(s) and/or Deed(s) and other related document(s), if any, executed by the Board of Directors in connection with the proposed sale transaction be and are hereby ratified and approved under other applicable provisions, if any, of the Companies Act. 2013 and SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize, settle and execute required transactional documents in relation to the Proposed Transaction and/or as required, including but not limited to agreement(s) including exit/disinvestment agreement, Revised Partnership Deed, and all other necessary agreements, documents, deeds, and instruments in connection with the disinvestment of the Company's stake in Anugraha Chemicals, including any amendments, modifications, or negotiated terms and conditions thereto, as may be required from time to time and to do and perform all such acts, deeds, matters and things, as may be required in the best interest of the Company to give

effect to the Resolution for completion of the Proposed Transaction, without being required to seek any further consent or approval of the shareholders of the Company, and to delegate all or any of the powers or authorities herein conferred or to engage any Committee of the Board, employee or officer of the Company, advisor, consultant, agent or intermediary, as may be deemed necessary.”

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
E mail: 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
July 04, 2025
Bengaluru

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act 2013 along with all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on **Friday, July 11, 2025 (“the Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. The Members of the Company whose name appear in the Register of Members or in the Register of Beneficial Owners as received from the Depositories i.e. NSDL/ CDSL Friday, July 11, 2025, (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email address with Venture Capital and Corporate Investments Private Limited) only shall be entitled to vote in relation to the Resolutions specified in the Postal Ballot Notice.
4. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, July 11, 2025, being the Cut-off Date fixed for the purpose.
5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Thursday, August 14, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
6. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website www.pharmaids.com, on the website of CDSL www.evotingindia.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).

7. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to compliance@pharmaids.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period Wednesday, July 16, 2025 to Thursday, August 14, 2025. Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days between Wednesday, July 16, 2025 to Thursday, August 14, 2025.
8. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP).
9. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail Address, Telephone / Mobile Numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the Shares are held in Electronic Form and Registrar / RTA in case the Shares are held in Physical Form.
 - a. **Registration of E-mail for Shareholders holding Physical Shares:** Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: <https://www.vccipl.com/index.html> and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail and also upload the image of Share Certificate in PDF or JPEG format. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

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

- b. **For Temporary Registration for Demat Shareholders:** Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: <https://www.vccipl.com/index.html> and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail.
- c. **Registration of Bank Details for Physical Shareholders:** Members holding Shares in Physical Form and who have not registered their Bank details can get the same registered with the Registrar, by clicking the <https://www.vccipl.com/index.html> and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, E-mail, along with the copy of the Cheque Leaf with the First named Member as mentioned on the Cheque Leaf containing Bank Name and Branch, Type of Account, Bank Account Number, MICR Details and IFSC code in PDF or JPEG format. It is very important that the Member

should submit the request letter duly signed. The Registrar will verify the documents upload and will only take on records for all valid cases. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

10. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed format with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.
11. **Consolidation of Physical Share Certificates:** Members holding Shares in Physical Form, in identical order of Names, in more than One Folio are requested to send to the Company or Registrar, the details of such Folios together with the Share Certificates for consolidating their holdings in One Folio. A Consolidated Share Certificate will be issued to such Members after making requisite changes.

Instructions for e-voting:

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

Type of Shareholders	
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 https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com 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</p>

	<p>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: https://web.cdslindia.com/myeasitoken/Home/Login</p> <p>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.</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>https://eservices.nsdl.com 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 https://eservices.nsdl.com/ Select "Register Online for "IDeAS" Portal or Click at at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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</p>

	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	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 email: helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at Toll Free No. 022 – 48867000/ 0226948 9498

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
- 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 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: 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 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 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 and Item No. 2 of the accompanying Notice of Postal Ballot dated July 04, 2025 and should be taken as forming part of this Notice:

Item No. 1 – Material Related Party Transaction(s) with Kove Lifesciences Private Limited (KLS), Related Party of the company

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

For the purpose of calculating the total amount of proposed RPTs (as provided in resolution 1) as a percentage of annual consolidated turnover of Pharmaids Pharmaceuticals Limited and/or annual standalone turnover of the related party (as applicable) as of the immediately preceding financial year, we have considered financial year 2023-24 as the 'preceding financial year' pending approval of the financial statements of Pharmaids Pharmaceuticals Limited for financial year 2024-25, by the Board of Directors of the Company followed by the adoption of the said Financial Statements by the Shareholders of the Company at the ensuing Annual General Meeting to be held during financial year 2025-26 and/or the financial statements of the related party, if applicable, by their respective board of directors and shareholders, as applicable, to be held during financial year 2025-26.

Since the quantum of transactions to be entered with the related party mentioned in the item No.1, exceeds 10% of the annual consolidated turnover based on 31st March 2024 financials of the Company, the Material Related Party Transactions requires approval of the Shareholders by an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall

abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In furtherance of its business activities, the Company has entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) / transfer of resources including borrowing or lending with its related parties in terms of Regulation 2(1) (zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”).

All material related party transactions of the Company are at arm’s length and in the ordinary course of business. Further, all material related party transactions are undertaken after obtaining prior approval of the Audit Committee. All related party transactions have been unanimously approved by the Independent Directors who are members of the Audit Committee, after satisfying itself that the related party transactions are at arm’s length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. It is in the above context that Resolutions No.1 are placed for the approval of the Shareholders of the Company.

Details of the transaction.

Koye Lifesciences Private Limited (KLS) is engaged in the business of manufacturing, importing, exporting, and trading pharmaceutical formulations, active pharmaceutical ingredients (APIs), intermediates, chemicals, nutraceuticals, and related healthcare products. Dr. S. N. Vinaya Babu, Non-Executive Director of the Company, also serves as a Director in KLS. Accordingly, KLS qualifies as a related party of the Pharmaids Pharmaceuticals Limited (‘Company’) in terms of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

As part of its business operations, the Company has entered into a lease agreement for pharmaceutical manufacturing facility located in the KIADB Hirehalli Industrial Area with KLS, for which the Company is required to pay lease fees. Furthermore, in the ordinary course of business, the Company may also engage in other operational transactions with KLS, such as the purchase or sale of goods and services, as well as financial transactions including investments, borrowings, lending of loans, or advances, with the objective of supporting and enhancing its business operations.

The Company proposes to enter into transaction(s) with KLS for an aggregate amount up to Rs.20 crores. These business transactions with KLS enable ease of doing business for both Company and KLS.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including rationale, material terms and justification as to why the proposed RPT(s) are in the interest of the Company. The Audit Committee, after reviewing all necessary

information, has granted approval for entering into operational and financial transactions with KLS for an aggregate value of up to Rs.20,00,00,000/-.

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

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 11, 2024 are as follows:

S.n.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Koye Lifesciences Private Limited (“KLS”)</p> <p>Dr. S N Vinaya Babu, Chairman and Non-Executive Director of the Pharmaids Pharmaceuticals Limited (‘Company’) also serves as a Non-executive Director and shareholder of KLS.</p> <p>The majority of voting rights in KLS, through equity shareholding, are held by Dr. S. N. Vinaya Babu, together with his wife, Mrs. H. N. Soumya, and Tumkur Trade Center Pvt. Ltd, a company in which the majority of equity shares are also held by Dr. S. N. Vinaya Babu and Mrs. H. N. Soumya.</p> <p>Hence, the Company and the KLS are related parties.</p>
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p>Dr. S N Vinaya Babu, Chairman and Non-Executive Director of the Company and his wife Mrs. H N Sowmya are holding Directorships in KLS.</p> <p>Except as mentioned above, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the resolution.</p>
3	Type, material terms and particulars of the proposed transactions.	<p>Company and KLS proposes to enter into the following Related Party Transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) for an aggregate value not exceeding Rs. 20,00,00,000/- (Rupees</p>

		<p>Twenty Crores Only) for a period of 12 months from the date of approval of the shareholders through Postal Ballot.</p> <p>Particulars of the Proposed transactions:</p> <p>a) Leasing of property/premises/facility of any kind and payment of fees for Lease;</p> <p>b) Providing/ availing loan(s)/ advance(s)/ guarantee(s) or security(ies) by Company/the KLS or making of investment(s).</p> <p>c) The operational transaction involves purchase of goods, sale of goods, availing of services, rendering of services and other transactions for the purpose of business to/from the Company.</p> <p>d) Deputation of Employees and Reimbursements received / payable.</p> <p>e) Any transfer of resources, services or obligations to meet its objectives/ requirements.</p>
4	Nature, material terms, monetary value and particulars of contract/arrangement	As explained in Point no. 3 above
5	Tenure of the transaction	12 months from the date of shareholders' approval through Postal Ballot.
6	Value of the proposed transaction	Rs.20,00,00,000/- (Rupees Twenty Crores Only)
7	Percentage of Pharmaids annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	132% on annual consolidated turnover of the Company.
8	Justification for the transaction	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations. The transactions will be purely on the basis of day-to-day business requirements.

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

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No.1.

Except as mentioned above, none of the Promoters/Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.1 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No.1 of this Notice to the Shareholders for approval.

Item no 2: Divestment/Sale/Disposal of entire partnership stake in Anugraha Chemicals, a Partnership Firm, Material Subsidiary of the Company.

Anugraha Chemicals (“Anugraha/the Firm”) is a partnership firm established in the year 1991 and is primarily engaged in contract manufacturing and manufacturing of Active Pharmaceutical Ingredients (APIs), intermediaries, and fine chemicals. Over time, the Company has acquired a 66.50% partnership interest in Anugraha Chemicals in multiple tranches, thereby becoming majority partner in the Firm with the intent to align with its strategic business objectives.

As on the date of this Postal Ballot Notice, the composition of the Partnership Firm is as follows:

Partner’s Name	Percentage of Partnership Stake
Pharmaids Pharmaceuticals Limited (‘the Company’)	66.50%
Mr. Sourabh Hadimani	33.50%

In line with its long-term business strategy to streamline operations, ongoing review of investment and business interests, the Board of Directors of the Company at its meeting held on July 04, 2025, after due deliberations and with the consent of the existing partner, Mr. Sourabh Hadimani, approved the proposal to disinvest its entire partnership stake of 66.50% in Anugraha Chemicals. The said stake is proposed to be sold to Mr. Sourabh Hadimani, an existing partner in the Firm, or his nominee, who is not related party of the Company, under the provisions of the Companies Act, 2013 and SEBI Listing Regulations. In order to achieve sustainable long-term growth by focusing on new business ventures and to further strengthen ongoing operations, this decision has been taken in the best interests of the Company and its stakeholders.

The transaction is proposed to be executed for a total consideration of Rs.10,50,00,000/- (Rupees Ten Crore and Fifty Lakh only), determined based on mutually agreed valuation terms. This consideration amount has been arrived at after taking into account the Company’s capital contribution made in multiple tranches to acquire the partnership interest, loans extended by the Company to Anugraha Chemicals amounting to Rs.3,06,75,000/- (Rupees Three Crore Six Lakh Seventy Five Thousand Only), adjustments for accrued interest on such loans and capital, and the sharing of accumulated losses in the capacity of a partner. Further the said consideration also includes Rs.26,34,712/- (Rupees Twenty Six Lakh Thirty Four Thousand Seven Hundred and Twelve) towards settlement of dues to employees deployed by the Company within the firm.

The consideration is proposed to be received in multiple tranches as per the terms mutually agreed between the parties. The detailed tranche-wise disbursement schedule, mode of payment, and other relevant terms will be formalized in the Exit/Disinvestment Agreement(s), Deed(s), or other legally binding documents to be executed between the Company, Mr. Sourabh Hadimani or his nominee and the Firm. Upon receipt of the first tranche, the Company shall cease to be a partner in Anugraha

Chemicals and its 66.50% partnership interest shall stand fully transferred. The first tranche will represent settlement towards the Company's investment in the capital of the Firm. The subsequent tranches will pertain to recovery of amounts contributed by the Company to the Firm's current account, loans advanced by the Company to the Firm, any accrued interest thereon and settlement of dues to employees deployed by the Company within the firm.

Accordingly, it is to be noted that following the receipt of the first tranche, the Company will have no continuing interest or rights in the Firm, and all subsequent payments will relate solely to the settlement of financial contributions and liabilities as described above. The complete transaction, including the receipt of the final tranche, is expected to be concluded within a period of six months from the date of shareholders' approval obtained through postal ballot, or within such extended time as may be mutually agreed between the parties under the executed agreement(s). Further, from the date of execution of the Exit/Disinvestment Agreement, the Company shall cease to participate in the management or day-to-day affairs of the Firm. However, a representative of the Company shall continue to act as an authorised signatory, until the execution of the final Exit Deed upon receipt of the final tranche of consideration.

The proceeds arising from the proposed disinvestment shall be utilized by the Company for general corporate purposes, repayment of loans, meeting working capital requirements, potential reinvestment opportunities, and funding capital expenditure plans, in alignment with the Company's strategic and operational objectives.

As Anugraha Chemicals contributes more than 20% of the total income of the Company (based on the audited financials of the previous financial year i.e., FY 2024-25, it qualifies as an "undertaking" under the provisions of Section 180(1)(a) of the Companies Act, 2013. Accordingly, any sale, lease, or disposal of the whole or substantially the whole of such an undertaking requires prior approval of the shareholders of the Company by way of a special resolution. Accordingly, approval is being sought in compliance with applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Additionally in compliance with Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution and that no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to such sale/disinvestment/disposal of the said partnership stake in the Firm.

None of the Promoters/Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No.2 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Special Resolution forming part of Item No.2 of this Notice to the Shareholders for approval.

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

Date: 04.07.2025

Place: Bengaluru

CIN: L52520KA1989PLC173979

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