



EARUM PHARMACEUTICALS LIMITED

[CIN: L24230GJ2012PLC071299]

Regd. Office: G1, Ground Floor, V R Complex, Near Sanathal Cross Road, SP Ring Road, Sanathal, Ahmedabad- 382210.

Mob. - +91-6353532030 E-mail: cs@earumpharma.com Website: www.earumpharma.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of **EARUM PHARMACEUTICALS LIMITED** ("the Company") by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval. The Board of Directors of the Company has appointed Mr. Om Prakash Agrawal (Membership No. ACS: 40315, COP: 19068), representing M/s. PRO & Co., Company Secretaries, Ahmedabad, Gujarat as the Scrutinizer, for conducting the postal ballot/e-voting process in a fair and transparent manner and National Securities Depository Limited (NSDL) to provide e-voting facility for the postal ballot.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means. The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before November 11, 2021 by 5:00 P.M. at the corporate office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Relation tab i.e. www.earumpharma.com and will be communicated to stock exchange, BSE Limited i.e. www.bseindia.com where Equity Shares of the Company are listed.

SPECIAL BUSINESSES:

ITEM NO: 1: TO APPROVE THE STOCK SPLIT/SUB DIVISION OF EQUITY SHARES OF THE COMPANY FROM THE FACE VALUE OF RS. 10/- TO FACE VALUE OF RS. 2/- PER SHARE.

To consider, and if thought fit, to give assent or dissent to the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made there under (including any statutory modifications thereto or re-enactment thereof for the time being in force), and relevant provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications, etc. issued thereunder and subject to approvals, consents, permissions and sanctions, if any required from any authority, the consent of the Members be and is hereby accorded for the split/ sub-division of each of the exiting Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each into 05 (Five) Equity Shares of face value of Rs. 02/- (Rupees Two Only) each ranking pari passu in all respect thereby keeping up the paid up capital of the Company intact.

RESOLVED FURTHER THAT pursuant to split/sub-division of equity shares of the Company, face value of Rs. 10/- (Rupees Ten only) of all issued, subscribed and paid up equity shares of the Company existing on the record date, as may be fixed by the Board for this purpose shall stand split /sub-divided into equity shares of face value of Rs. 02/- (Rupees Two Only) each.

RESOLVED FURTHER THAT upon sub-division of the equity shares as mentioned above, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender

of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary account(s) of the Member(s) with the Depository Participants, in lieu of the existing credits in their respective beneficiary accounts representing the equity shares of the Company before the sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution."

ITEM NO: 2: TO ALTER CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION ON ACCOUNT OF SPLIT/ SUB- DIVISION OF EQUITY SHARES OF THE COMPANY:

To consider, and if thought fit, to give assent or dissent to the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory and Regulatory Authority(ies), consent of the Members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association ("MOA") of the Company relating to Capital by substituting the same with the following Clause V:

"The Authorized Share Capital of the Company is Rs. 12,35,00,000/- (Rupees Twelve Crore Thirty Five Lakh) divided into 6,17,50,000/- (Six Crore Seventeen Lakh Fifty Thousand) Equity Shares of Rs. 02/ (Rupees Two) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to

delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

ITEM NO: 3: TO APPOINT MR. PARIMAL S. PATWA [DIN: 00093852] AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of the Nomination and Remuneration Committee , **Mr. Parimal S. Patwa (DIN: 00093852)**, who was appointed as an Additional Director w.e.f August 27, 2021 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to August 26, 2026.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO: 4: TO APPOINT MR. BHAVESH N. SONESARA [DIN: 09104502] AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of the Nomination and Remuneration Committee , **Mr. Bhavesh N. Sonesara (DIN: 09104502)**, who was appointed as an Additional Director w.e.f September 07, 2021 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to September 06, 2026.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO: 5: TO APPOINT MR. HARSH M. KOTHARI [DIN: 09310696] AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of the Nomination and Remuneration Committee , **Mr. Harsh M. Kothari (DIN: 09310696)**, who was appointed as an Additional Director w.e.f September 07, 2021 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to September 06, 2026.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO: 6: TO APPROVE RELATED PARTY TRANSACTIONS TO BE ENTRED INTO BY THE COMPANY:

To consider, and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Cedac Medicorp (“Partnership Firm”) a related party of the Company, for purchase and sale of materials for an amount not exceeding in the aggregate Rs. 9,00,00,000/- (Rupees Nine crores only), for the financial year 2021-2022, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms

and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) or the Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

**Regd. Office: G1, Ground Floor, V R Complex,
Near Sanathal Cross Road, SP
Ring Road, Sanathal,
Ahmedabad-382210.**

For, Earum Pharmaceuticals Limited

**Bhumishth N. Patel
Managing Director
[DIN: 02516641]**

**Date:08.10.2021
Place: Ahmedabad**

Notes:

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, October 01, 2021 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the e-voting Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the e-voting Cut-Off Date i.e. Friday, October 08, 2021.
6. The Notice is available on the Company's website i.e. www.earumpharma.com and the websites of the Stock Exchange viz., BSE Limited i.e. www.bseindia.com and on the website of the National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
7. The e-voting period commences at 9:00 A.M. (IST) on Monday, October 11, 2021 and ends at 5:00 P.M. (IST) on Tuesday, November 09, 2021. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
8. The Company has appointed Mr. Om Prakash Agrawal (ACS: 40315 & COP:19068) representing M/s. PRO & Co., Company Secretaries, Ahmadabad, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday, November 09, 2021.

Instructions for E-Voting:

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolution by electronic means.
- ii. The e-voting facility will be available during the following period:
 - Commencement of e-voting: 9:00 A.M. (IST) on Monday, October 11, 2021
 - End of e-voting: 5:00 P.M. (IST) on Tuesday, November 09, 2021

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited (NSDL)

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:
 - i. Type in the browser / Click on the following e-Services link:
<https://eservices.nsdl.com>
 - ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.
 - iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
 - iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.
 - v. Click on “Active E-voting Cycles” option under E-voting.
 - vi. You will see Company Name: “Earum Pharmaceuticals Limited” on the next screen. Click on the e-Voting link available against Earum Pharmaceuticals Limited or select e-Voting service provider “NSDL” and you will be re-directed to the e-Voting page of NSDL to cast your vote without any further authentication.
2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:
 - i. To register, type in the browser / Click on the following e-Services link:
<https://eservices.nsdl.com>
 - ii. Select option “Register Online for IDeAS” available on the left hand side of the page
 - iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
 - iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-Voting module of NSDL as per the following procedure:
 - i. Type in the browser / Click on the following link:
<https://www.evoting.nsdl.com/>
 - ii. Click on the button “Login” available under “Shareholder/Member” section.
 - iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
 - iv. On successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-voting Cycles / VC or OAVMs” option under E-voting. You will see Company Name: “Earum Pharmaceuticals Limited” on the next screen. Click on the e-Voting link available against Earum Pharmaceuticals Limited or select e-Voting service provider “NSDL” and you will be re-directed to the e-Voting page of NSDL to cast your vote without any further authentication.

Central Depository Services (India) Limited (CDSL)

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:

i. Type in the browser / Click on any of the following links:
<https://web.cdslindia.com/myeasi/home/login>

or

www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)

ii. Enter your User ID and Password for accessing Easi / Easiest.

iii. You will see Company Name: "Earum Pharmaceuticals Limited" on the next screen. Click on the e-Voting link available against Earum Pharmaceuticals Limited or select e-Voting service provider "NSDL" and you will be re-directed to the e-Voting page of NSDL to cast your vote without any further authentication.

2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

i. To register, type in the browser / Click on the following link:
<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.

iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

i. Type in the browser / Click on the following links:
www.cdslindia.com / <https://www.evotingindia.com>

ii. Provide Demat Account Number and PAN.

iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.

iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Earum Pharmaceuticals Limited or select e-Voting service provider "NSDL" and you will be re-directed to the e-Voting page of NSDL to cast your vote without any further authentication.

PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Earum Pharmaceuticals Limited or select e-Voting service provider “NSDL” and you will be re-directed to the e-Voting page of “NSDL” to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website

Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30.

Contact details in case of any technical issue on CDSL Website

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43.

iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

- I. (A) In case a member receives an e-mail from the Company/ NSDL [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
 - a. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - b. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number+ Folio No. or DP ID Client ID will be your User ID. If you are already registered with NSDL for ‘e-voting’, you can use the existing password for logging-in. If required, please visit <https://www.evoting.nsdl.com/> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
 - c. After entering these details appropriately, click on “LOGIN”.
 - d. You will now reach Password Change Menu wherein you are required to

mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Earum Pharmaceuticals Limited.
- g. On the voting page, enter the number of shares as on the Cut-Off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- j. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- k. Once you confirm, you will not be allowed to modify your vote.
- l. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: procsahmedabad@gmail.com with a copy marked to evoting@nsdl.co.in. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to procsahmedabad@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), and AADHAR (self attested scanned copy of Aadhar Card) by email to cs@earumpharma.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@earumpharma.com. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No: 1

The Equity Shares of your Company are listed and are actively traded on the BSE Limited (BSE). With a view to encourage wider participation of small investors and to enhance the liquidity of the Equity Shares at the Stock Markets, the Board of Directors at its Meeting held on October 08, 2021 considered and approved the sub-division of 1 (one) fully paid up Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 05 (Five) fully paid up Equity Shares of face value of Rs. 2/- (Rupees Two only) each fully paid up, subject to approval of the Members and any other statutory and regulatory approvals, as may be applicable. The Record Date for the aforesaid subdivision of the Equity Shares will be fixed by the Board of Directors/any Committee constituted by the Board of Directors.

The provisions of Section 61 of the Companies Act, 2013, require the Company to seek approval of members for the purpose of split/sub-division of equity shares. Accordingly, Special Resolution as set out in item no. 1 is submitted to the members for their consideration and approval.

The details pursuant to SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is as under:

Sr. No.	Particulars	Description																											
1.	Split Ratio	1:5 i.e. Existing One (1) equity share of face value of Rs. 10/- each to be split into five (5) equity shares of face value Re.2/- each.																											
2.	Rationale behind split	In order to encourage wider participation of retail and small investors by making the share price more affordable, as also to enhance the liquidity of the equity shares at the Stock Markets.																											
3.	Pre and Post Share Capital Structure	<table border="1"> <thead> <tr> <th rowspan="2">Type of Capital</th> <th colspan="3">Pre</th> <th colspan="3">Post</th> </tr> <tr> <th>No. of Shares</th> <th>Face Value (INR)</th> <th>Total Share Capital (INR)</th> <th>No. of Shares</th> <th>Face Value (INR)</th> <th>Total Share Capital (INR)</th> </tr> </thead> <tbody> <tr> <td>Authorized</td> <td>1,23,50,000</td> <td>10</td> <td>12,35,00,000</td> <td>6,17,50,000</td> <td>2</td> <td>12,35,00,000</td> </tr> <tr> <td>Issued, Subscribed & Paid up</td> <td>1,23,35,820</td> <td>10</td> <td>12,33,58,200</td> <td>6,16,79,100</td> <td>2</td> <td>12,33,58,200</td> </tr> </tbody> </table>	Type of Capital	Pre			Post			No. of Shares	Face Value (INR)	Total Share Capital (INR)	No. of Shares	Face Value (INR)	Total Share Capital (INR)	Authorized	1,23,50,000	10	12,35,00,000	6,17,50,000	2	12,35,00,000	Issued, Subscribed & Paid up	1,23,35,820	10	12,33,58,200	6,16,79,100	2	12,33,58,200
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4.	Expected Time of Completion	2-3 months after obtaining shareholder's approval																											
5.	Class of Shares which are split/sub-divided	Equity Shares																											

6.	No. of shareholders who did not get any shares in consolidation and their pre consolidation shareholding	Since proposal is for split/sub-division, every equity shareholder would get shares.
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The Directors recommend passing of the Special Resolutions at Item Nos. 1 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No: 2

The Company pursuant to Sections 13, 61 and 64 of the Companies Act, 2013 and rules framed thereunder , intends to alter the Capital Clause V of Memorandum of Association due to change in face value of exiting 1 equity share on Rs. 10/- (Rupees Ten Only) each into 05 equity shares on Rs. 2/- (Rupees Two Only). In view of this, the Company intends to broad base its capital for easy affordability of equity shares to investors and thereby improving its liquidity.

Pursuant to Section 13 of the Companies Act, 2013, alteration of capital clause of Memorandum of Association of the Company requires approval of shareholders by way of special resolution.

The Directors recommend passing of the Special Resolutions at Item Nos. 2 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No: 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), and the Articles of Association of the Company, Mr. Parimal S. Patwa [DIN: 00093852] as an Additional Director, to hold office as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 27, 2021.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members.

Mr. Parimal S. Patwa is not disqualified from being 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 declaration from Mr. Parimal S. Patwa that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Mr. Parimal S. Patwa fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Parimal S. Patwa is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Director seeking appointment/re-appointment as required under Regulation 36 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached herewith.

Mr. Parimal S. Patwa is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Relatives of Mr. Parimal S. Patwa may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

The Directors recommend passing of the Ordinary Resolutions at Item Nos. 3 of the Notice for approval of the members.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No: 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), and the Articles of Association of the Company, Mr. Bhavesh N. Sonesara [DIN: 09104502] as an Additional Director, to hold office as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 07, 2021.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members.

Mr. Bhavesh N. Sonesara is not disqualified from being 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 declaration from Mr. Bhavesh N. Sonesara that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Mr. Bhavesh N. Sonesara fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Bhavesh N. Sonesara is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Director seeking appointment/re-appointment as required under Regulation 36 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached herewith.

Mr. Bhavesh N. Sonesara is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Bhavesh N. Sonesara may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

The Directors recommend passing of the Ordinary Resolutions at Item Nos. 4 of the Notice for approval of the members.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No: 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company, Mr. Harsh M. Kothari [DIN: 09310696] as an Additional Director, to hold office as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 07, 2021.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members.

Mr. Harsh M. Kothari is not disqualified from being 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 declaration from Mr. Harsh M. Kothari that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Harsh M. Kothari fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Harsh M. Kothari is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Director seeking appointment/re-appointment as required under Regulation 36 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached herewith.

Mr. Harsh M. Kothari is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Harsh M. Kothari may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

The Directors recommend passing of the Ordinary Resolutions at Item Nos. 5 of the Notice for approval of the members.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No: 6

The Audit Committee & the Board of Directors of the Company have considered this Contracts/Arrangement and limits at their respective meetings and approved the Contracts/Arrangements and have also decided to seek approval of Shareholders pursuant to Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014, keeping in mind future business prospectus and plans of the Company. The details are as under:

Name of the Related Party	Nature of Relationship	Name of Transactions	Amount (Rs)
M/s. Cedac Medicorp	Cedec Medicrop is partnership firm, in which Mr. Bhumishth N. Patel, Director of the Company and Mr. Narendrakumar G. Patel, promoter of the Company are partners in the said firm.	Sale, purchase or supply of any goods or materials	9 Crore

The Board accordingly recommends the resolution as set out in Item No. 4 of the Notice for approval of the members as an Ordinary Resolution. Interested members would not be eligible to vote on the resolution set out at item No.4 of the accompanying notice in term of Section 188 of the Companies Act, 2013 and SEBI Regulations.

None of the Directors except Mr. Bhumishth N. Patel along with his relatives are interested in the said resolution except to the extent of their Shareholding. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

**Regd. Office: G1, Ground Floor, V R Complex,
Near Sanathal Cross Road, SP
Ring Road, Sanathal,
Ahmedabad-382210.**

For, Earum Pharmaceuticals Limited

**Bhumishth N. Patel
Managing Director
[DIN: 02516641]**

**Date:08.10.2021
Place: Ahmedabad**

Details of Director seeking appointment/re-appointment as required under Regulation 36 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	MR. PARIMAL SURYAKANT PATWA
DIN	00093852
Date of Birth	24.12.1959
Date of Appointment on the board	August 27, 2021
Relationship Between Director sinter se	NIL
Expertise in Specific functional area	Administration
Qualification	HSC
Other Board Membership*	3 (Three) <ul style="list-style-type: none"> • Patwa Investment & Finance Limited • Sagardeep Alloys Limited • Indo Colchem Limited
Committee Membership in other public Companies	Member of Audit Committee and Nomination & Remuneration Committee in Indo Colchem Limited
Number of Shares held in the Company	NIL

Name of Director	MR. BHAVESH NARENDRABHAI SONESARA
DIN	09104502
Date of Birth	05.10.1996
Date of Appointment on the board	September 07, 2021
Relationship Between Director sinter se	NIL
Expertise in Specific functional area	Compliance and Legal Matters
Qualification	CS, B.Com
Other Board Membership*	2 (Two) <ul style="list-style-type: none"> • Innovative Ideals And Services (India)Limited • Ganesh Films India Limited
Committee Membership in other public Companies	Member of Audit Committee and Stakeholder Relationship Committee in Innovative Ideals And Services (India)Limited and Ganesh Films India Limited
Number of Shares held in the Company	NIL

Name of Director	MR. HARSH MAHENDRA KOTHARI
DIN	09310696
Date of Birth	26.04.1996
Date of Appointment on the board	September 07, 2021
Relationship Between Director sinter se	NIL
Expertise in Specific functional area	Marketing
Qualification	CS Executive Level, DTP, B.Com
Other Board Membership*	NIL
Committee Membership in other public Companies	NIL
Number of Shares held in the Company	NIL

* Private Companies are being excluded.

Regd. Office: G1, Ground Floor, V R Complex,
Near Sanathal Cross Road, SP
Ring Road, Sanathal,
Ahmedabad-382210.

For, Earum Pharmaceuticals Limited

Bhumishth N. Patel
Managing Director
[DIN: 02516641]

Date:08.10.2021
Place: Ahmedabad