

## Notice of Extra Ordinary General Meeting

Notice is hereby given that the 01<sup>st</sup> Extraordinary General Meeting (“EGM”) for FY 2024-2025 of **Remus Pharmaceuticals Limited** (‘the Company’) will be held on **Tuesday, May 21, 2024** at **11.30 A.M.** (IST) through Video conferencing to transact the following business:

### **SPECIAL BUSINESS**

#### **1. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 2,00,00,000 (Rupees Two crore) divided into 20,00,000 (Twenty Lakhs Only) Equity Shares of Rs.10/- each to Rs. 12,50,00,000 (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Act read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

“The Authorised Share Capital of the Company is Rs. 12,50,00,000 (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakhs) Equity Shares of Rs.10 (Rupees Ten) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

**RESOLVED FURTHER THAT** any Executive Director or Company Secretary of the Company be and is hereby severally authorized to certify the true copy of this resolution and forward the same to any person or authority for their records and necessary action.”

#### **2. Approval of issue of Bonus Shares to the Shareholders of the Company**

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

**“RESOLVED THAT**, pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Companies (Share Capital and Debentures) Rules, 2014 (**“the Rules”**), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“the SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the SEBI Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and guidelines issued, from time to time, by SEBI and Reserve Bank of India (**“RBI”**) and the enabling provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, consent of the members be and is hereby accorded to the Board of Directors of the Company for capitalization of such sum not exceeding Rs. 4,41,90,000/- (Rupees Four Crores Forty-One Lakhs Ninety Thousand) from and out of the General reserves and/or Retained earnings and/or Securities premium account of the Company as determined by the Board as may be necessary for the purpose of issue and allotment of 44,19,000 bonus equity shares of Rs. 10/- (Rupees Ten) each, to be credited as fully paid-up shares to the existing equity shareholders of the Company holding fully paid-up equity shares of Rs. 10/- (Rupees Ten) each of the Company whose name appear in the Register of Members/ List of Beneficial Owners provided by the Depositories as on ‘Record Date’ to be determined for this purpose, in the proportion of 3 (Three) new fully paid-up bonus equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten) each held by the members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company.

**RESOLVED FURTHER THAT** all such new equity shares as and when issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect and carry same rights with existing equity shares of the Company and shall be entitled to participate in full in any dividend(s) and any other corporate actions to be declared after the bonus shares are allotted;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the shares of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines;

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) as prescribed by law and the relevant authorities, subject to guidelines as may be issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard;

**RESOLVED FURTHER THAT** the allotment of new equity shares to the extent that they relate to Non-Resident Members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, or any other Regulatory Authority, as may be necessary or applicable;

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by Statutory Authority(ies) and deemed fit and proper; and

**RESOLVED FURTHER THAT** Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred by this resolution to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.

**RESOLVED FURTHER THAT** any Executive Director or Company Secretary of the Company be and is hereby severally authorized to certify the true copy of this resolution and forward the same to any person or authority for their records and necessary action.”

**By order of the Board of Directors For,  
Remus Pharmaceutical Limited,  
Sd/-  
Deval Patel  
Company Secretary**

**Place:** Ahmedabad

**Date:** April 23, 2024

**Registered Office:**

1101 to 1103, South Tower, One 42,  
B/H Ashok Vatika, Nr. Jayantilal Park BRTS,  
Ambli Bopal Road, Ahmedabad – 380 054, Gujarat

**NOTES:**

1. Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021 and Circular No. 02/2022 dated 05th May, 2022 (collectively referred to as “MCA Circulars”) permitted holding of the Extra-Ordinary General Meeting of companies through Video Conferencing or Other Audio-Visual Means (“VC/OAVM”), without physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC on Tuesday, May 21, 2024 at 11:30 A.M. IST. The deemed venue of the proceedings of the EGM shall be the Registered Office of the Company at 1101 to 1103, South Tower, One 42, B/H Ashok Vatika, Nr. Jayantilal Park BRTS, Ambli Bopal Road, Ahmedabad – 380 054, Gujarat.

2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available. However, the Body

Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. Institutional / Corporate Members (i.e. other than individuals/HUF/NRI etc.) are required to send scanned copy of Board Resolution authorizing their representative to attend the EGM through VC / OAVM on its behalf and to vote through remote E-voting to the Company's Registrar & Transfer Agent ("RTA"), Link Intime India Private Limited at the email address : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and to the Company at [cs@remuspharma.com](mailto:cs@remuspharma.com).

4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the EGM is not annexed hereto.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **SEBI Listing Regulations**"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by RTA of Company i.e. Link Intime India Private Limited. Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Tapan Shah, Practicing Company Secretary (M. No. F4476 and COP No. 2839), as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

7. The e-voting period commences on **Saturday, May 18, 2024 at 09:00 A.M. (IST)** and ends on **Monday, May 20, 2024 at 05:00 P.M. (IST)**. During this period, members holding shares in dematerialised form, as on cut-off date, i.e. as on **Tuesday, May 14, 2024** may cast their votes electronically. The e-voting module will be disabled by Link Intime India Private Limited for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote have already been cast.

8. The facility for voting during the EGM will also be made available. Members present in the EGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.

9. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business specified above is annexed hereto.

10. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the EGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, Link Intime India Private Limited, and will also be displayed on the Company's website, [www.remuspharma.com](http://www.remuspharma.com).

11. Pursuant to sections 101 of the Act read with Companies (Management and Administration) Rules, 2014 and SEBI Listing Regulations, the Notice of the EGM of the Company is required to be sent through email to those members whose email address is registered and in physical form to those members who have not registered their email address. However, as permitted by SEBI and MCA, the Notice of the EGM is being sent only through electronic mode to those members whose email address is registered with the Company/ Depositories. Members may note that the Notice of EGM is also available on the Company's website at [www.remuspharma.com](http://www.remuspharma.com), website of the Stock Exchanges i.e. NSE Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Private Limited.

## **12. Instructions for Remote E-voting before EGM:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

- A. Individual Shareholders holding securities in demat mode with NSDL
1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- B. Individual Shareholders holding securities in demat mode with CDSL
1. 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 users to login Easi / Easiest are

requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
- C. 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

- 3. Click on '**Login**' under '**SHARE HOLDER**' tab.
- 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

#### **Cast your vote electronically:**

- 1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- 2. E-voting page will appear.
- 3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- 4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



### 13. Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL:<https://instameet.linkintime.co.in> & Click on “**Login**”.
  - ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details:
    - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
      - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
      - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
    - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. Mobile No.:** Enter your mobile number.
    - D. Email ID:** Enter your email id, as recorded with your DP/Company.
      - ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

### **Instructions for Shareholders/ Members to Speak during the Extra Ordinary Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company. The request for the same should be made on e-mail of company [cs@remuspharma.com](mailto:cs@remuspharma.com) before 3 days of the EGM i.e. by 18<sup>th</sup> May,2024.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

*Note:*

*Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.*

*Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*

*Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

*Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.*

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,  
2013**

**Item No. 1**

**Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company:**

The existing Authorised Share Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crores) divided into 20,00,000 (Twenty Lakhs) Equity shares of Rs. 10/- .The Board in its meeting held on Tuesday, April 23, 2024, proposed issuance of Bonus Shares in the ratio of 3 (Three) new Equity Shares for every 1 (one) Equity Share held by the existing shareholders and accorded its approval for issue of Bonus shares which necessitate increase in Authorised Share Capital of the Company. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorised Share Capital from Rs. 2,00,00,000/- (Rupees Two Crores) divided into 20,00,000 (Twenty Lakhs) Equity shares of Rs. 10/- each to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs) divided into 1,25,00,000/- (One Crores Twenty-Five Lakhs) equity shares of Rs. 10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The increase in the Authorized Share Capital of the Company will require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13, 61 and other applicable provisions of Companies Act 2013 read with the rules made thereunder, approval by the members of the Company in the General Meeting is required to increase the authorized share capital and consequent amendments in the Memorandum of Association of the Company.

The Board of Directors of the Company recommends the **Ordinary Resolution** in respect of Increase in Authorized Share Capital and consequent Amendment in Memorandum of Association of the Company as set out in the accompanied Notice for approval of the shareholders.

A copy of the Memorandum of Association and other relevant documents are available for inspection at the Registered Office of the Company on all working days of the Company during business hours up to the date of the Meeting and at the Meeting for the duration of the Meeting.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolutions to the extent of their shareholding in the Company.

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

**Item No. 2**

**Approval of issue of Bonus Shares to the Shareholders of the Company:**

As on March 31, 2023, total free reserves and surplus of the Company is Rs. 18,05,03,664/- including Securities Premium of Rs. 4,16,50,000/- against the share capital of Rs.

1,47,30,000/-, which is more than 12 times. With a view to rationalize the capital structure, Board of Directors in its meeting held on April 23, 2024 have proposed to issue 44,19,000 bonus shares at the ratio of 3:1 [i.e. 3 (Three) fully paid up equity shares for every 1 (One) equity share held] to the shareholders appearing in the Register of Members/ List of Beneficial Owner provided by the Depositories as on 'Record Date' to be determined for this purpose.

The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

Post issue of Bonus Shares, the Issued and Paid-up Equity Share Capital of the Company will be Rs. 5,89,20,000/- (Rupees Five Crores Eighty Nine Lakhs Twenty Thousand only) divided into 58,92,000 (Fifty Eight Lakhs Ninety Two Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten).

Pursuant to Section 63 other applicable provisions of Companies Act, 2013 read with the rules made thereunder, approval by the members of the Company in the General Meeting is required to approve issue of Bonus shares Company along with capitalization of the amount from and out of the General reserves and/ or Retained earnings and/ or Securities premium account requires the approval of the Members of the Company.

The Board of Directors of the Company recommends the **Ordinary Resolution** in respect of issue of Bonus Shares to the Shareholders of the Company as set out in the accompanied Notice for approval of the shareholders.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolutions to the extent of their shareholding in the Company.

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

**By order of the Board of Directors For,  
Remus Pharmaceutical Limited,  
Sd/-  
Deval Patel  
Company Secretary**

**Place:** Ahmedabad

**Date:** April 23, 2024

**Registered Office:**

1101 to 1103, South Tower, One 42,  
B/H Ashok Vatika, Nr. Jayantilal Park BRTS,  
Ambli Bopal Road, Ahmedabad – 380 054, Gujarat

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