



BLISS GVS PHARMA LIMITED

CIN: L24230MH1984PLC034771

**Registered Office: 102, Hyde Park, Saki Vihar Road, Saki Naka, Andheri (East),
Mumbai, Maharashtra, 400072**

Tel: 022-42160000 Website: <https://www.blissgvs.com/>

Email: info@blissgvs.com/cs@blissgvs.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice of Postal Ballot (“Notice”) is hereby given, pursuant to and in compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and the recent General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively ‘MCA Circulars’) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard and the latest SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively ‘SEBI Circulars’) and in compliance with the provisions of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or reenactment thereof for the time being in force and as amended from time to time), to seek the consent of the members of Bliss GVS Pharma Limited for the resolution set out in the Notice hereunder, proposed to be passed through postal ballot (“Postal Ballot”) only by way of remote e-voting process (“e voting”).

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act, read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice, is also attached.

In compliance with the MCA Circulars and SEBI Circulars, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes, are not being sent to the members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, December 26, 2025 (“Cut-Off Date”)** and whose email addresses are registered with the Company/ Depositories/ Depositories Participant/MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (“RTA”).

Pursuant to the Rule 22(5) of the Rules, the Board of Directors, at their meeting held on Tuesday, December 23, 2025, has approved the appointment of Mr. Vijay Yadav, Partner of AVS & Associates, Practicing Company Secretaries, (Membership No: FCS 11990 and Certificate of Practice No: 16806), as the scrutinizer (“Scrutinizer”) for conducting the postal ballot through e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically, facilitated by the services of Central Depository Services (India) Limited ('CDSL'), the appointed agency to provide the e-voting facility.

Shareholders are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. The Remote E-Voting period commences from **Wednesday, December 31, 2025, at 09:00 a.m. Hours (IST) and end on Thursday, January 29, 2026, at 05:00 p.m. Hours (IST)**.

The last date of e-voting, i.e. Thursday, January 29, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved, by the requisite majority.

After the completion of scrutiny, the Scrutinizer will submit his report to the Chairman of the Board or any other person authorised by him after completion of scrutiny of the e-voting. The results shall be declared on or before Monday, February 02, 2026, and will be communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited (“Link Intime” or “Registrar and Share Transfer Agent”) and will also be displayed on the Company's website www.blissgvs.com .

**ITEMS OF BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL
BALLOT/E-VOTING:**

SPECIAL BUSINESS:

ITEM NO.1:

**APPOINTMENT OF MR. NARSIMHA SHIBROOR KAMATH (DIN:00140593) AS 'DIRECTOR'
IN THE CAPACITY OF 'MANAGING DIRECTOR' OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Act'), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Narsimha Shibroor Kamath (DIN: 00140593), presently designated as Chief Executive Officer of the Company, as a Director of the Company with effect from the date of passing of this resolution.

RESOLVED FURTHER THAT pursuant to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s), amendment(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and approval of the Board of Directors, and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Narsimha Shibroor Kamath as Managing Director of the Company for a period of three (3) consecutive years, with effect from the date of passing of this resolution, not liable to retire by rotation, on the terms and conditions including remuneration, perquisites and other benefits as set out in the Explanatory Statement annexed to the Notice, notwithstanding the fact that he has attained the age of Seventy Two (72) years, as the Board of Directors is of the opinion that his continued association would be in the best interest of the Company.

RESOLVED FURTHER THAT with effect from the date of approval of the members for his appointment as Managing Director, Mr. Narsimha Shibroor Kamath shall also hold and be

designated as “Managing Director & Chief Executive Officer” of the Company, and shall perform such duties and exercise such powers as may be assigned to him by the Board of Directors from time to time.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Narsimha Shiroor Kamath for his entire term subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Narsimha Shiroor Kamath, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Date: December 23, 2025

By Order of the Board of Directors

Place: Mumbai

For Bliss GVS Pharma Limited

Registered office:

Sd/-

102, Hyde Park, Saki Vihar Road,
Saki Naka, Andheri (East),
Mumbai- 400072, Maharashtra, India

Aditi Himanshu Bhatt

Company Secretary

ICSI Membership No. A38965

CIN: L24230MH1984PLC034771

Website: www.blissgvs.com

Email: info@blissgvs.com/cs@blissgvs.com

Tel: +91 22 42160000

Fax: +91 22 28563930

Notes:

1. An Explanatory Statement pursuant to Sections 102 (1) and other applicable provisions of the companies Act, 2013 (“the Act”) read with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standard-2 on General Meetings and setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the any other Regulations are attached.
2. In accordance with the provisions of the Act, read with the Rules made thereunder, MCA Circulars and SEBI Circulars, the Postal Ballot notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Cut-off date i.e. Friday, December 26, 2025 (“Cut-Off Date”)**. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes, are not being sent to members for this Postal Ballot. *A person who is not a member on the cut-off date should accordingly treat the Postal Ballot Notice as for information purposes only.*
3. Members may note that this Postal Ballot notice will also be available on the website of the Company at www.blissgvs.com website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of Central Depository Services (India) Limited (‘CDSL’) i.e. <https://www.cdslindia.com>
4. All the relevant documents will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to info@blissgvs.com / cs@blissgvs.com mentioning his / her / its folio number / DP ID and Client ID.
5. The Board of Directors, in their meeting held on Tuesday, December 23, 2025, have appointed **Mr. Vijay Yadav (Membership No: FCS 11990 and Certificate of Practice No: 16806)**, Partner of M/s. AVS & Associates, Practicing Company Secretaries, as **the Scrutinizer** to scrutinize the Postal Ballot process in a fair and transparent manner.
6. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Board or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the e-Voting process) along with the Scrutinizer’s Report will be announced by the Chairman or such person as authorised,

on or before Monday, February 02, 2026. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company www.blissgvs.com and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him on this behalf. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.

7. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations; (iii) Secretarial Standard-2; and (iv) MCA Circulars, the Company has provided e-Voting facility only to its shareholders to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of CDSL as the agency to provide the e-Voting facility. The instructions for the e-Voting form part of this Notice.
8. Only the person whose name is recorded in the register of members/register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories/RTA, shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
9. The e-voting facility will be available during the following voting period:

Commencement of e-voting	Wednesday, December 31, 2025
End of e-voting	Thursday, January 29, 2026

10. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
11. The resolution, if approved, shall be deemed to have been passed on the **last date of e-voting i.e. Thursday, January 29, 2026**.
12. SEBI has mandated the securities of listed companies can be transferred only in dematerialized form from April 01, 2020, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or RTA i.e. M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for assistance in this regard. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates to enable the Company to consolidate their holding into one folio.

13. In case of any queries, you may contact the Company at info@blissgvs.com / cs@blissgvs.com at its Registered Office, alternatively, you may contact the CDSL at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

14. General information and instructions relating to e-voting are as under:

- a. Remote e-voting period shall commence from **Wednesday, December 31, 2025, at 09:00 a.m. Hours (IST) and end on Thursday, January 29, 2026, at 05:00 p.m. Hours (IST) (both days inclusive)**. During this period, Members of the Company holding shares either in physical or dematerialized form as on the **Cut-off date, i.e. Friday, December 26, 2025** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants/RTA), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- b. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- d. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

Step 1: Access through the Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of **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 vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The

	<p>system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page 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 e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin

	<p>gin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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. <ul style="list-style-type: none"> • 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.
---	--

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the **EVSN 251226001** for the **Bliss GVS Pharma Limited** on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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 & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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 emailed 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@blissgvs.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 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 at toll free no. 1800 21 09911

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(‘ACT’) READ WITH RULES MADE THEREUNDER AND CIRCULARS ISSUED THEREUNDER
READ WITH SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.**

Item No. 1:

On the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Audit Committee (“AC”), the Board of Directors of the Company, at its meeting held on December 23, 2025, has proposed the appointment of Mr. Narsimha Shibroor Kamath (DIN: 00140593) as a Director in the capacity of Managing Director of the Company for a period of 3 (three) consecutive years, effective from the date of passing of the Shareholders’ Resolution, subject to the approval of the Members of the Company.

Brief Profile of Mr. Narsimha Shibroor Kamath:

Mr. Narsimha Shibroor Kamath, a seasoned professional from Mulki, Karnataka, commenced his career in Mumbai and subsequently entered the pharmaceutical sector through the export of anti-malarial drugs under GVS Labs. He later acquired Bliss Chemicals & Pharmaceuticals, which led to the formation of Bliss GVS Pharma Limited, where he is presently the Promoter.

His commitment to making **high-quality and affordable medicines** accessible to economically disadvantaged sections of society led to the establishment of a dedicated **Research and Development department**. This initiative enabled the Company to develop alternatives to imported products, innovative formulations of established molecules, and new combination therapies, thereby delivering cost-effective healthcare solutions across **India, the Middle East, and African markets**.

The progress achieved under Mr. Kamath’s stewardship further strengthened the Company’s focus on research and innovation. A qualified and experienced team, led by him, continued to work diligently towards expanding the Company’s product portfolio and developing solutions aimed at benefiting a larger section of society.

Under his leadership, the Company has expanded its global footprint to more than 60 countries, established multiple state-of-the-art manufacturing facilities, and achieved significant recognition, including the Pharmexcil Outstanding Export Performance Award (2008-09). Mr. Kamath is presently serving as the Chief Executive Officer of the Company and has been closely associated with its operations, growth strategy, and overall management.

Mr. Kamath's vision, leadership, and entrepreneurial spirit remained integral to the evolution of Bliss GVS Pharma Limited, contributing significantly to its position as a growing and respected pharmaceutical company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 ("the Act"), the Company has received a notice in writing from a Member proposing the candidature of Mr. Narsimha Shibroor Kamath for appointment as a Director in the capacity of Managing Director of the Company.

Mr. Kamath has submitted the requisite declarations confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act and that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other statutory authority. He has also furnished his consent to act as a Director of the Company. The Board of Directors has taken note of and placed on record the said declarations and confirmations.

Mr. Kamath attained the age of 72 years in the year 2025 and, accordingly, in terms of Section 196(3) of the Act, his appointment as Managing Director is subject to the approval of the Members by way of a Special Resolution.

Upon approval of the Members, Mr. Kamath shall be designated as "Managing Director & Chief Executive Officer" of the Company and shall perform such duties and exercise such powers as may be delegated to him by the Board of Directors from time to time.

Considering his vast industry experience, proven leadership, in-depth knowledge of the Company's business and operations, the Pharma Industry and his role as Promoter and present Chief Executive Officer, the Board is of the view that the appointment of Mr. Kamath as Managing Director is in the best interest of the Company. His vision and strategic guidance are expected to ensure continuity of leadership, operational stability, and long-term value creation for all stakeholders.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the proposal of the Management, and the approval of the Board of Directors, the appointment of Mr. Narsimha Shibroor Kamath as Managing Director of the Company for a period of three (3) consecutive years with effect from the date of passing of this resolution, not liable to retire by rotation, on the terms and conditions, including remuneration, as set out hereunder, is placed before the Members for their approval by way of a Special Resolution.

- 1. Basic Salary:** Rs. 1,25,00,000/- (Rupees One Crore Twenty-Five Lakhs Only) per annum as a basic salary which shall be subject to annual increment, as mentioned below.

2. **Perquisites:** Mr. Narsimha Shibroor Kamath shall be entitled to House Rent Allowance, Leave Travel Allowance etc. as perquisites up to Rs. 63,74,800/- (Rupees Sixty-Three Lakhs Seventy-Four Thousand Eight Hundred Only) per annum, which shall be subject to annual increment, as mentioned below.
3. **Other Allowances:** Other Allowances of Rs. 61,25,200/- (Rupees One Lakhs Twenty-Five Thousand Two Hundred Only) per annum respectively, which shall be subject to annual increment, as mentioned below.
4. Provision of Car for use in the Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.
5. Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses in the course of the Company' business.
6. The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof until and unless decided by the Board of the Company.
7. **Provident Fund, Superannuation and Gratuity:** Company's contribution to the Provident Fund, Family Pension Scheme and Superannuation Fund, if any as per the rules of the Company, if applicable.
8. **Commission / Bonus / Performance Linked Incentive:** Mr. Narsimha Shibroor Kamath may also be paid of Commission/ Bonus/Performance Linked Incentive (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
9. **Minimum Remuneration:** the terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Narsimha Shibroor Kamath for his term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.
10. **Annual Increment:** Annual Increment shall not exceed 20% of the aggregate of basic salary, perquisites and other allowances i.e. aggregate of clauses (1), (2) and (3) of the terms of remuneration as mentioned above.

In terms of provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings, and other applicable provisions of law are provided in “**Annexure - 1**” to this Explanatory Statement. Further, the appointment of Mr. Narsimha Shiroor Kamath is not proposed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as it does not constitute a material related party transaction. Accordingly, the disclosures prescribed under the relevant SEBI Circular read with the Industry Standards on the minimum information to be provided for review by the Audit Committee and for shareholders' approval of related party transaction, are not required to be furnished to the shareholders.

Except Mr. Narsimha Shiroor Kamath, being the appointee, Dr. Vibha Sharma and Mrs. Shruti Rao, Directors of the Company, to the extent of their respective shareholding, including that of their relatives, in the Company, none of the Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said Resolution.

Accordingly, the Board recommends the **Special Resolution** set out at **Item No. 1** of the accompanying Notice in the interests of the Company.

DISCLOSURES RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

“Annexure -1”

Name of Director	Mr Narsimha Shibroor Kamath
DIN	00140593
Date of Birth & Age	21/12/1953 & 72 Years
Category	Executive Director (Managing Director)
Date of first appointment on the Board	Not Applicable
Qualification	Intermediate
Brief Profile	Refer to the Explanatory Statement
Proposed Term	3 (Three) consecutive years from the date of passing of this Shareholder Resolution
Terms & Conditions of appointment and remuneration	As per the resolution set out in the Notice read with the Explanatory Statement thereto.
Remuneration proposed to be paid and the remuneration last drawn by such person as Director	Proposed: As set out in the Explanatory Statement. Last Remuneration Drawn as Director: Nil
Expertise / Experience in a specific functional Areas	More than 40 years in manufacturing and Trading of pharmaceutical goods/products.
Shareholding in the company (As on September 30, 2025)	3,24,37,024 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Father of Dr. Vibha Gagan Sharma & Mrs. Shruti Vishal Rao, Whole-Time Directors of the Company and not related to any other directors /KMPs.
Number of Board Meetings attended during the year 2025-26	2 as Chief Executive Officer of the Company
Chairman / Member of the Committee of the Board of Directors of the Company	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board (along with listed entities from which the person has resigned in the past three years)	Nil
