

***NOTICE OF EXTRAORDINARY GENERAL MEETING***

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of Concord Drugs Limited (“the Company”) will be held on Thursday, the 31<sup>st</sup> day of July 2025 at 10:30 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business as special business:

**SPECIAL BUSINESS:****ITEM:1 INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (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 to increase the Authorized Share Capital of the Company from existing Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only)- 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 Companies Act, 2013, consent of the members of the Company be and is hereby accorded, to substitute the existing Clause V with the following:

“V. The Authorized Capital of the Company is Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty-Five Lakh) Equity Shares of Rs.10/- (Rupees Ten only). The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares.”

**“RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection 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.”

**ITEM NO.2: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited (the “BSE”), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the BSE) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, upto 31,75,000 (Thirty-One Lakhs Seventy-Five Thousand Only) Equity Shares (“Shares”), at a price of ₹ 36.30/- (Rupees Thirty Six and thirty paise Only) (Including premium of ₹ 26.30/- Rupees twenty six and thirty paise Only) each per share, aggregating upto ₹ 11,52,52,500/- (Rupees eleven crore fifty two lakh Fifty-Two Thousand Five Hundred Only ) (“Total Issue Size”), of face value ₹ 10.00/- (Rupees Ten only), each, to persons / entity enlisted below (“Proposed Allottees”) belonging to non-promoter Category of the Company on a preferential basis for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Sl.No	Name of Allottee	Category	Maximum number of Shares to be allotted
1	S Nagi Reddy	Promoter	2,00,000
2	S Koni Reddy	Promoter	1,50,000

3	S Manoj Kumar Reddy	Promoter	1,50,000
4	Anjana bangad	Public	3,00,000
5	Anuradha bangad	Public	3,00,000
6	Pranali bangad	Public	3,00,000
7	Vikas bangad	Public	3,00,000
8	c sushmitha	Public	11,00,000
9	komal sharma	Public	2,00,000
10	Mohan Thodupunuri	Public	50,000
11	Sharada Kovuri	Public	1,25,000

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price for the issue and allotment of Shares is Tuesday, July, 01<sup>st</sup>, 2025 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(a) The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Equity Allottees, on or prior to the date of allotment thereof.

(b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Equity Allottees.

(c) The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(d) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

(f) Allotment of Equity Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Equity Share Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

**ITEM NO.3: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTERS AND CERTAIN IDENTIFIED NON-PROMOTER PERSONS ON A PREFERENTIAL BASIS:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory

modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited (the “BSE”), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the BSE) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to 20,25,000 (Twenty Lakhs Twenty-Five Thousand Only )convertible warrants (“Warrants”), each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each to Promoters and/or Promoters Group and certain identified non-promoter persons as mentioned below (“Warrant Holders”/“Proposed Allottees”) at a price of Rs. 36.30/- per Warrant (including a premium of ₹ 26.30/- per Equity Share upon conversion) each payable in cash (including the warrant subscription price and the warrant exercise price”), aggregating up to ₹ 7,35,07,500/- (Rupees Seven Crores Thirty-Five Lakhs Seven Thousand Five Hundred Only),, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following persons/entities:

<b>Sl. No</b>	<b>Name of Allottee(s)</b>	<b>Category</b>	<b>Maximum number of Warrants to be allotted</b>
1	S. Nagi Reddy	Promoter	7,00,000
2	S. Koni Reddy	Promoter	5,50,000
3	S. Manoj Kumar Reddy	Promoter	5,50,000
4	Sheetal Sharma	Public	2,25,000

(hereinafter referred to as “Proposed Allottees”), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling

EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “Preferential Issue”).

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Shares is Tuesday, July, 01<sup>st</sup>, 2025 being the date 30 (thirty) days prior to the date of this Extraordinary Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

b) the minimum amount of Rs 1,83,76,875, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price in aggregate shall be paid at the time of subscription and allotment of each Warrant. The Warrant holders will be required to make further payments of Rs, 5,51,30,625 which is equivalent to 75% (seventy five percent) of the Warrants Issue Price in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company (“Warrant Exercise Amount”).

c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;

d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;

g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“Conversion Notice”) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (“Conversion Date”). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;

h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along

with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;

i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No.PAS-4 (“Offer cum Application Form”) together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board is, and the Key Managerial Personnel, are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;

b) to negotiate, finalise and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;

to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to  
c) be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;

d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorise all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and

advisors, as may be required, for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);

**g)** to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorised signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

For Concord Drugs Ltd

Sd/-

**S. Nagi Reddy**

(DIN: 01764665)

Chairman and Managing Director

Date: **09.07.2025**

Place: **Hyderabad**

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-ordinary General meeting as set out in the Notice is annexed hereto.
2. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/ re-appointment at the EGM, form part of this Notice.
3. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 Circular No. 03/2022 dated 05.05.2022, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No.10/2022 dated December 28, 2022 Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), in relation to “Clarification on holding of Extra-ordinary General meeting(EGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-ordinary General meeting(“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM.
4. The Deemed Venue of the EGM of the Company shall be its Registered Office.
5. Pursuant to the provisions of the Act, 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 this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Pursuant to 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
7. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at all members on first come first served basis. This will not include

- large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  9. Pursuant to the provisions of the Act and other applicable Regulations, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. However since this EGM is being held pursuant to the MCA/SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will also not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
  10. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorized signatory(ies) who is /are authorized to vote, to the Scrutinizer through e-mail at [concorddrugsltd@gmail.com](mailto:concorddrugsltd@gmail.com) or [cscconcorddrugs@gmail.com](mailto:cscconcorddrugs@gmail.com).
  11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM along has been uploaded on the website of the Company at [www.concorddrugs.in](http://www.concorddrugs.in). The Notice calling the EGM can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  12. Recent circular requires submission of Aadhar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card/PAN details to the Company/ Registrar and Share Transfer Agents (Aarthi Consultants Private Limited).
  13. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Aarthi Consultants Private Limited., Share Transfer Agents of the Company for their doing the needful.
  14. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
  15. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
  16. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed

Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

17. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
18. The company has appointed M/s. PSK & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.
19. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
20. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
21. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the EGM.

**THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- I. The voting period begins on **28.07.2025** at **09.00 A.M.** and ends on **30.07.2025** at **05.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.07.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. 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 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 facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
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 ease and convenience of participating in e-voting process.
- IV. 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 e-Voting facility.

- V. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Users who have opted for CDSL Easy / 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 URL for users to login to Easy / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi. After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easy/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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

	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the 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 or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e- Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

I.Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

II.The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders” module.

III.Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

IV.Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

V.Next enter the Image Verification as displayed and Click on Login.

VI.If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

**If you are a first-time user follow the steps given below:**

	For Shareholders holding shares in Demat Form and other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

VII. After entering these details appropriately, click on “SUBMIT” tab.

- VIII. 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.
- IX. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN for the relevant <CONCORD DRUGS LIMITED> on which you choose to vote.
- XI. 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.
- XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XIII. 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.
- XIV. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- XV. Facility for Non – Individual Shareholders and Custodians –Remote Voting  
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- XVI. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- XVII. 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.
- XVIII. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- XIX. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized

signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [concorddrugsltd@gmail.com](mailto:concorddrugsltd@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([concorddrugsltd@gmail.com](mailto:concorddrugsltd@gmail.com)). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM 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 system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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.
4. If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **26. OTHER INSTRUCTIONS:**

- i. The voting rights of shareholders shall be in proportions to the shares held by them in the paid equity share capital of the Company as on the cut-off date i.e. 23.07.2025.
- ii. The Scrutinizer shall after the conclusion of the Voting at the Extra-ordinary General meeting first count the votes cast at the meeting and thereafter unblock the votes cast though remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him.
- iii. Voting is provided to the members through e-voting and at the Extra-ordinary General meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Extra-ordinary General meeting of the Company.
- iv. If a Member cast votes by both modes, then voting done through e-voting shall prevail.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.concorddrugs.in](http://www.concorddrugs.in) and on the website of CDSL and will be communicated to the BSE Limited. SEBI has notified vide Notification No. SEBI/LAD-NRO/GN/2018/24 that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATIONS OF SEBI (LODR), REGULATIONS, 2015:**

**In Respect of Item No. 1**

The present Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees eleven Crores only) divided into 1,10,00,000 (One Crore and ten Lakhs only) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 03.07.2025, had accorded its approval for increasing the Authorised Share Capital from Rs. 11,00,00,000/- (Rupees eleven Crores only) to Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty-Five Lakh) equity shares of Rs.10/- each, subject to shareholders approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

“V. The Authorised Capital of the Company is Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty-Five Lakh) equity shares of Rs. 10/- (Rupees Ten Only). The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares.”

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours.

None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

### In respect of Item No. 2:

The Board of Directors of the Company ("Board") at their meeting held on 03.07,2025 has approved raising of funds aggregating up to ₹, 11,52,52,500/- (Rupees Eleven Crores Fifty-Two Lakhs Fifty-Two Thousand Five Hundred Only by way of issuance of up to 31,75,000 (Thirty-One Lakhs Seventy-Five Thousand Only) fully paid-up equity share of the Company of face value of Rs. 10/- each ("Equity Share") to Promoters and certain identified non-promoter persons as mentioned below ("Share Holders"/" Proposed Allottees") at a price of Rs. 36.30/- each payable in cash in order to meet out the working capital requirement and other general corporate purposes of the Company.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### 1) Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on 03.07,2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 31,75,000 (Thirty-One Lakhs Seventy-Five Thousand Only) to the Proposed Allottees, each at a price of Rs 36.30/- per Share (including a premium of Rs.26.30/- (Rupees twenty six and thirty paise Only) per share), aggregating up to ₹ 11,52,52,500 /- (Rupees Eleven Crores Fifty-Two Lakhs Fifty-Two Thousand Five Hundred Only), to persons / entity enlisted below ("Share Holder"/ "Proposed Allottees") belonging to certain Promoters and identified non-promoter persons on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Sl.No	Name of Allottee	Category	Maximum number of Shares to be allotted
1	S Nagi Reddy	Promoter	2,00,000
2	S Koni Reddy	Promoter	1,50,000
3	S Manoj Kumar Reddy	Promoter	1,50,000
4	Anjana bangad	Public	3,00,000
5	Anuradha bangad	Public	3,00,000
6	Pranali bangad	Public	3,00,000
7	Vikas bangad	Public	3,00,000
8	c sushmitha	Public	11,00,000
9	komal sharma	Public	2,00,000
10	Mohan Thodupunuri	Public	50,000
11	Sharada Kovuri	Public	1,25,000

#### 2)Kinds of securities offered and the price at which security is being offered, and the total / maximum number of securities to be issued:

Equity shares upto 31,75,000 (Thirty-One Lakhs Seventy-Five Thousand Only) to the Proposed Allottees, each at a price of Rs 36.30/- per Share (including a premium of Rs.26.30/- (Rupees twenty-six and thirty paise Only) per share.

**3) Purpose/Objects of the Issue**

The Identified strategic investors shall be investing in the Company to increase the faith of the investors in the Company. The proceeds raised through the Preferential Issue (“Issue Proceeds”) shall be used as follows:

1. The Company intends to deploy a portion of the proceeds to strengthen its working capital base. This will facilitate smooth day-to-day operations, ensure uninterrupted production cycles, support timely vendor payments, and meet marketing and distribution expenses. A strong working capital position is essential to maintain competitiveness, meet delivery schedules, and improve overall efficiency in operations.
2. To Upgrade Manufacturing Facilities as per Revised Schedule M – cGMP 2022 Guidelines: The Ministry of Health and Family Welfare (MoHFW) has issued revised guidelines under Schedule M – Good Manufacturing Practices (cGMP) 2022, mandating all pharmaceutical manufacturers to upgrade their facilities and systems to meet enhanced regulatory compliance standards. The revised guidelines emphasize robust quality control systems, improved infrastructure, automation, data integrity, and risk-based approaches to manufacturing. As per the Government directive, all medium and small-scale pharma units are required to comply with the revised norms on or before 31st December 2025. The Company is committed to full compliance well ahead of the deadline and therefore plans to utilize the funds for:
  - o Upgrading equipment and machinery to meet GMP compliance
  - o Implementing automation and digital systems (QMS, LIMS, etc.)
  - o Enhancing cleanroom and HVAC systems
  - o Training personnel in line with cGMP standards
  - o Making infrastructure improvements aligned with Schedule M expectations
3. By undertaking these upgrades and improvements, the Company aims to enhance its credibility among regulators, institutional clients, and international buyers. It also aligns the Company for potential approvals from global agencies (like WHO-GMP, PIC/S, etc.), thereby opening up new business opportunities and export markets.
4. This infusion of capital will not only address immediate regulatory and operational needs but will also strategically position the Company for long-term expansion, improved profitability, and increased shareholder value

Sl.No	Particulars	Amount (in crs)
1	To meet requirements as stated above	8,64,39,375 (75%)
2	General Corporate Purpose	2,88,13,125 (25%)

**4) Interim Use of Issue Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have the flexibility to deploy the Issue Proceeds. Pending complete utilisation of the Issue Proceeds for the Objects described above, our Company intends to, deposits in scheduled commercial banks or any other investments as permitted under applicable laws.

**5) Monitoring of utilisation of funds**

Given that the issue size doesn’t exceed Rs. 100 Crore (Indian Rupees One Hundred Crore), the

company isn't required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

**6) Relevant Date**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for shares to be issued is 01.07.2025.

**7) Basis on which the price has been arrived at along with report of the registered valuer:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the minimum price of Rs. 36.30/- has been determined taking into account the valuation report dated 02.07.2025 issued by IBBI Registered Valuer Mrs. Swapna Priya Vootla, Registered Valuer – Securities or Financial Assets, (Reg. IBBI/RV/06/ 2023/ 15380) having office at malakpet, Hyderabad-500036, in accordance with Regulation 164 & 166A of the ICDR Regulations ("Valuation Report").

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 36.30/- per equity Share. The issue price is ₹ 36.30/- (Rupees Only) per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations. The Valuation Report shall be available for inspection by the members.

**8) Amount which the company intends to raise by way of such securities**

Aggregating up to 11,52,52,500/-

**9) The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are the Promoters and certain identified non-promoter persons.

**10) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

The Company has not made any preferential allotment during the current financial year FY 2025-26.

**11) Maximum number of securities to be issued**

The Company proposes to offer, issue and allot, in one or more tranches, up to 31,75,000 (Thirty-One Lakhs Seventy-Five Thousand Only) Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) ("Equity Shares") at a price of ₹ 36.30/- (including a premium of Rs. 26.30 each) by way of a Preferential Issue.

**12) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

Except as following, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

Sl.No	Name	Category	Maximum No. of Shares proposed to allot
1	S. Nagi Reddy	Promoter	2,00,000
2	S koni Reddy	Promoter	1,50,000

3	S Manoj Kumar Reddy	Promoter	1,50,000
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Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above

**13) Time frame within which the Proposed Preferential Issue shall be completed: -**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

**14) Shareholding pattern of the Company before and after the Preferential Issue**

Sl. No	Category of Shareholder(s)	Pre - Issue (as on 30.06.2025)		Post - Issue*	
		No. of shares held	% of share holding	No. of Shares held	% of Share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
1	Indian	-	-		
a)	Individual	5439204	54.39	77,39,204	50.92
b)	Bodies Corporate	-	-	-	-
	<b>Sub-Total (A)(1)</b>	5439204	54.39	77,39,204	50.92
2	Foreign	-	-	-	-
a)	<b>Bodies Corporate</b>	-	-	-	-
	<b>Sub- Total (A)(2)</b>	-	-	-	-
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	5439204	54.39	77,39,204	50.92
<b>B</b>	<b>Non-Promoters Holding</b>				
<b>1</b>	<b>Institutional Investors</b>				
a)	Mutual Funds	-	-	-	-
b)	FPI	-	-	-	-
c)	Alternate Investment Funds	-	-	-	-
d)	Foreign Companies	-	-	-	-
e)	Insurance Companies	-	-	-	-
f)	NBFCs registered with RBI	-	-	-	-
	<b>Sub-Total (B)(1)</b>				
<b>2</b>	<b>Institutions (foreign)</b>				

	Foreign Direct Investment	-	-	-	-
	Foreign Ventures Capital Investors	-	-	-	-
	Foreign Portfolio Investors category-I	-	-	-	-
	Foreign Portfolio Investors category-II	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
<b>3</b>	<b>Central Government/ State Government</b>				
	Sub-Total (B)(3)				
<b>4</b>	<b>Non-Institutions</b>				
a)	Resident Individuals	4333060	43.33	72,33,060	47.58
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-
f)	IEPF	-	-	-	-
g)	Trusts	-	-	-	-
h)	Foreign National	-	-	-	-
i)	Non-Nationalised Banks	-	-	-	-
j)	Non-Resident Indians	220152	2.20	220152	1.44
k)	Clearing Member	-	-	-	-
l)	Bodies Corporate	7584	0.07	7584	0.04
m)	Any other	-	-	-	-
	<b>Sub-Total (B)(4)</b>	<b>4560796</b>	<b>45.60</b>	<b>74,60,796</b>	<b>49.08</b>
	<b>Total Public Shareholding (B)</b>				
	<b>Total (A)+(B)</b>	<b>100,00,000</b>	<b>100</b>	<b>152,00,000</b>	<b>100</b>

\* The post preferential percentage of shareholding has been calculated assuming that all the Securities allotted will be converted into equity shares

#### **15)Change in Control, if any, in the Company consequent to the preferential issue**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

**16) Principal terms of assets charged as securities**

Not applicable

**17) Material terms of raising such securities**

The Equity shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**18) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter.**

Existing promoters will continue as the promoters of the Company and pursuant to this allotment the proposed allottees other than promoters shall be covered under the head non – promoter/public in the shareholding pattern of the Company.

19) Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues.

Sl.No	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	No. of Equity Shares Proposed to be issued	Pre-preferential holding (%)	Post preferential holding (%)
1	S. Nagi Reddy	Promoter	Self	2,00,000	28.61%	24.74%
2	S. Koni Reddy	Promoter	Self	1,50,000	9.51%	10.86%
3	S. Manoj Kumar Reddy	Promoter	Self	1,50,000	16.28%	15.32%
4	Anjana bangad	Public	Self	3,00,000	Nil	1.97%
5	Anuradha bangad	Public	Self	3,00,000	Nil	1.97%
6	Pranali bangad	Public	Self	3,00,000	Nil	1.97%
7	Vikas bangad	Public	Self	3,00,000	Nil	1.97%
8	C Sushmitha	Public	Self	11,00,000	Nil	7.24%
9	Komal sharma	Public	Self	2,00,000	Nil	1.32%
10	Mohan Thodupunuri	Public	Self	50,000	Nil	0.33%
11	Sharada Kovuri	Public	Self	1,25,000	Nil	0.82%

(Post Preferential % shareholding is calculated on the considering both warrant allotment & equity shares all together).

**20) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.**

Upto 1,81,50,000 as part of allotment of equity shares

**21) Undertaking:**

The Company hereby undertakes that:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable;
- d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

**22) Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable

**23) Lock-in period**

The equity shares to be issued and allotted shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations

**24) Practising Company Secretary's Certificate**

The certificate from M/s PSK & Associates. (Company Secretaries), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website.

**25) Other disclosures**

- a) During the period from April 01, 2025 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations
- c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as

defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

- d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration
- f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue
- g) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- h) The Company is in compliance with the conditions for continuous listing.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 and 3 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 2 & 3 of the Notice.

Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 & 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

### In respect of Item No. 3:

The Board of Directors of the Company ("Board") at their meeting held on 17<sup>th</sup> March, 2025 has approved raising of funds aggregating up to ₹, 7,35,07,500/- (Rupees Seven Crores Thirty-Five Lakhs Seven Thousand Five Hundred Only) by way of issuance of up to 20,25,000 (Twenty Lakhs Twenty-Five Thousand Only) Warrants of the Company at convertible into Equity Shares of face value Rs. 10/- each ("Equity Share") to Promoters and certain identified non-promoter persons as mentioned below ("Share Holders"/" Proposed Allottees") at a price of Rs. 36.30/- (including a premium of Rs. 26.30 each) each payable in cash in order to meet out the working capital requirement and other general corporate purposes of the Company.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### 1) Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on 03.07,2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 20,25,000 (Twenty Lakhs Twenty-Five Thousand Only) to the Proposed Allottees, each at a price of Rs 36.30/- (including a premium of Rs. 26.30 each) per Share, aggregating up to ₹7,35,07,500/- (Rupees Seven Crores Thirty-Five Lakhs Seven Thousand Five Hundred Only), to persons / entity enlisted below ("Share Holder"/ "Proposed Allottees") belonging to certain Promoters and identified non-promoter persons on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Sl. No	Name of Allottee(s)	Category	Maximum number of Warrants to be allotted
1	S. Nagi Reddy	Promoter	7,00,000
2	S. Koni Reddy	Promoter	5,50,000
3	S. Manoj Kumar Reddy	Promoter	5,50,000
4	Sheetal Sharma	Public	2,25,000

#### 2) Kinds of securities offered and the price at which security is being offered, and the total / maximum number of securities to be issued

The Company proposes to offer, issue and allot, in one or more tranches, upto 20,25,000 (Twenty Lakhs Twenty-Five Thousand Only) warrants, at a price of Rs. 36.30/- per Warrant (including a premium of ₹ 26.30/- per Equity Share upon conversion) aggregating up to ₹,7,35,07,500/- (Rupees Seven Crores Thirty-Five Lakhs Seven Thousand Five Hundred Only) ("Total Issue Size"), by way of a Preferential Issue

#### 3) Purpose/Objects of the Issue

The Identified strategic investors shall be investing in the Company to increase the faith of the

investors in the Company. The proceeds raised through the Preferential Issue (“Issue Proceeds”) shall be used as follows:

1. The pharmaceutical industry, especially in the post-pandemic landscape, demands increased operational agility, regular inventory movement, and sustained procurement of quality raw materials. The Company intends to deploy a portion of the proceeds to strengthen its working capital base. This will facilitate smooth day-to-day operations, ensure uninterrupted production cycles, support timely vendor payments, and meet marketing and distribution expenses. A strong working capital position is essential to maintain competitiveness, meet delivery schedules, and improve overall efficiency in operations.
2. To Upgrade Manufacturing Facilities as per Revised Schedule M – cGMP 2022 Guidelines: The Ministry of Health and Family Welfare (MoHFW) has issued revised guidelines under Schedule M – Good Manufacturing Practices (cGMP) 2022, mandating all pharmaceutical manufacturers to upgrade their facilities and systems to meet enhanced regulatory compliance standards. The revised guidelines emphasize robust quality control systems, improved infrastructure, automation, data integrity, and risk-based approaches to manufacturing. As per the Government directive, all medium and small-scale pharma units are required to comply with the revised norms on or before 31st December 2025. The Company is committed to full compliance well ahead of the deadline and therefore plans to utilize the funds for:
  - o Upgrading equipment and machinery to meet GMP compliance
  - o Implementing automation and digital systems (QMS, LIMS, etc.)
  - o Enhancing cleanroom and HVAC systems
  - o Training personnel in line with cGMP standards
  - o Making infrastructure improvements aligned with Schedule M expectations
3. By undertaking these upgrades and improvements, the Company aims to enhance its credibility among regulators, institutional clients, and international buyers. It also aligns the Company for potential approvals from global agencies (like WHO-GMP, PIC/S, etc.), thereby opening up new business opportunities and export markets.
4. This infusion of capital will not only address immediate regulatory and operational needs but will also strategically position the Company for long-term expansion, improved profitability, and increased shareholder value

Sl.No	Particulars	Amount (in crs)
1	To meet requirements as stated above	5,51,30,625 (75%)
2	General Corporate Purpose	1,83,76,875 (25%)

**4) Interim Use of Issue Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have the flexibility to deploy the Issue Proceeds. Pending complete utilisation of the Issue Proceeds for the Objects described above, our Company intends to, deposits in scheduled commercial banks or any other investments as permitted under applicable laws.

**5) Monitoring of utilisation of funds**

Given that the issue size doesn’t exceed Rs. 100 Crore (Indian Rupees One Hundred Crore), the company isn’t required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

**6) Relevant Date**

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for shares to be issued is 01.07.2025.

**7) Basis on which the price has been arrived at along with report of the registered valuer:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the minimum price of Rs. 36.30/- has been determined taking into account the valuation report dated 02.07.2025 issued by IBBI Registered Valuer Mrs. Swapna Priya Vootla, Registered Valuer – Securities or Financial Assets, (Reg. IBBI/RV/06/ 2023/ 15380) having office at malakpet, Hyderabad-500036, in accordance with Regulation 164 & 166A of the ICDR Regulations (“Valuation Report”).

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 36.30/- per equity Share. The issue price is ₹ 36.30/- (Rupees Only) per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations. The Valuation Report shall be available for inspection by the members.

**8) Amount which the company intends to raise by way of such securities**

Aggregating up to ₹ 7,35,07,500.

**9) The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are the Promoters and certain identified non-promoter persons.

**10) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

The Company has not made any preferential allotment during the current financial year FY 2025-26.

**11) Maximum number of securities to be issued**

The Company proposes to offer, issue and allot, in one or more tranches, up to 20,25,000 (Twenty Lakhs Twenty-Five Thousand Only) Warrants, each convertible into, or exchangeable for, one fully paid-up Equity Share of the Company of face value ₹ 10.00/- (Rupees Ten Only) (“Warrant”), at a price of ₹ 36.30/- per Warrant (including a premium of ₹ 26.30/- per Equity Share upon conversion), by way of a Preferential Issue.

**12) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

Except as following, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

Sl.No	Name	Category	Maximum No. of Shares proposed to allot
1	S. Nagi Reddy	Promoter	7,00,000
2	S koni Reddy	Promoter	5,50,000
3	S Manoj Kumar Reddy	Promoter	5,50,000

Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or

otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above

**13) Time frame within which the Proposed Preferential Issue shall be completed: -**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

**14) Shareholding pattern of the Company before and after the Preferential Issue**

Sl. No	Category of Shareholder(s)	Pre - Issue (as on 30.06.2025)		Post - Issue*	
		No. of shares held	% of share holding	No. of Shares held	% of Share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
1	Indian	-	-		
a)	Individual	5439204	54.39	77,39,204	50.92
b)	Bodies Corporate	-	-	-	-
	<b>Sub-Total (A)(1)</b>	5439204	54.39	77,39,204	50.92
2	Foreign	-	-	-	-
a)	<b>Bodies Corporate</b>	-	-	-	-
	<b>Sub- Total (A)(2)</b>	-	-	-	-
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	5439204	54.39	77,39,204	50.92
<b>B</b>	<b>Non-Promoters Holding</b>				
<b>1</b>	<b>Institutional Investors</b>				
g)	Mutual Funds	-	-	-	-
h)	FPI	-	-	-	-
i)	Alternate Investment Funds	-	-	-	-
j)	Foreign Companies	-	-	-	-
k)	Insurance Companies	-	-	-	-
l)	NBFCs registered with RBI	-	-	-	-
	<b>Sub-Total (B)(1)</b>				
<b>2</b>	<b>Institutions (foreign)</b>				
	Foreign Direct Investment	-	-	-	-
	Foreign Ventures Capital Investors	-	-	-	-

	Foreign Investors category-I	Portfolio	-	-	-	-
	Foreign Investors category-II	Portfolio	-	-	-	-
	Sub-Total (B)(2)		-	-	-	-
<b>3</b>	<b>Central Government/ State Government</b>					
	Sub-Total (B)(3)					
<b>4</b>	<b>Non-Institutions</b>					
n)	Resident Individuals		4333060	43.33	72,33,060	47.58
o)	NBFCs registered with RBI		-	-	-	-
p)	Any other, specify		-	-	-	-
q)	Directors and Their Relatives		-	-	-	-
r)	Key Managerial Personnel		-	-	-	-
s)	IEPF		-	-	-	-
t)	Trusts		-	-	-	-
u)	Foreign National		-	-	-	-
v)	Non-Nationalised Banks		-	-	-	-
w)	Non-Resident Indians		220152	2.20	220152	1.44
x)	Clearing Member		-	-	-	-
y)	Bodies Corporate		7584	0.07	7584	0.04
z)	Any other		-	-	-	-
	<b>Sub-Total (B)(4)</b>		4560796	45.60	74,60,796	49.08
	<b>Total Shareholding (B)</b>	<b>Public</b>				
	<b>Total (A)+(B)</b>		100,00,000	100	152,00,000	100

\* The post preferential percentage of shareholding has been calculated assuming that all the Securities allotted will be converted into equity shares

#### **15) Change in Control, if any, in the Company consequent to the preferential issue**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

#### **16) Principal terms of assets charged as securities**

Not applicable

**17) Material terms of raising such securities**

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

**A. Tenure:**

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

**B. Conversion and other related matters:**

I. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").

II. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

III. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law, issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

IV. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

V. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the NSE for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.

VI. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

VII. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

**C. Lock-in:**

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

**D. Rights:**

The Warrants shall not carry any voting rights until they are converted into equity shares.

**18) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter.**

Existing promoters will continue as the promoters of the Company and pursuant to this allotment the proposed allottees other than promoters shall be covered under the head non – promoter/public in the shareholding pattern of the Company.

19) Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues.

	<b>Name of the Proposed Allottee</b>	<b>Category</b>	<b>Ultimate Beneficial Owner</b>	<b>Pre-Issue Shareholding</b>	<b>Number of shares proposed to allotted</b>	<b>Post-Issue Shareholding*</b>
1	S. Nagi Reddy	Promoter	Self	28.61%	7,00,000	24.74%
2	S. Koni Reddy	Promoter	Self	9.51%	550,000	10.86%
3	S. Manoj Kumar Reddy	Promoter	Self	16.28%	550,000	15.32%
4	Sheetal Sharma	Public	Self	Nil	225,000	1.48%

(Post Preferential % shareholding is calculated on the considering both warrant allotment & equity shares all together).

**20) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.**

Upto Rs 6,53,40,000 as part of share warrants allotment.

**21) Undertaking:**

The Company hereby undertakes that:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant

Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable;

- d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

**22) Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable

**23) Lock-in period**

The equity shares to be issued and allotted shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations

**24) Practising Company Secretary's Certificate**

The certificate from M/s PSK & Associates. (Company Secretaries), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website.

**25) Other disclosures**

- i) During the period from April 01, 2025 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- j) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations
- k) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- l) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- m) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration
- n) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue
- o) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- p) The Company is in compliance with the conditions for continuous listing.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 and 3 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 2 & 3 of the Notice.

Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 & 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

For **Concord Drugs Ltd**

Sd/-

**S. Nagi Reddy**

(DIN: 01764665)

Chairman and Managing Director

**Date: 09.07.2025**

**Place: Hyderabad**