



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF VENMAX DRUGS AND PHARMACEUTICALS LIMITED EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF HATRI PHARMA PRIVATE LIMITED WITH VENMAX DRUGS AND PHARMACEUTICALS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AT ITS MEETING HELD ON WEDNESDAY, NOVEMBER 12, 2025.

Background

1. A meeting of the Board of Directors of Venmax Drugs and Pharmaceuticals Limited was held on November 12, 2025, inter alia, to consider and recommend the proposed draft Scheme of Amalgamation of Hatri Pharma Private Limited ("Transferor Company") with Venmax Drugs and Pharmaceuticals Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme").
2. The Transferee Company is a company incorporated under the provisions of the Companies Act, 1956. The equity shares of the Transferee Company are listed on the BSE Limited.
3. The Transferor Company is a Private Limited Company and incorporated under the provisions of the Companies Act 1956.
4. This report is made in order to comply with the requirements of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") including amendments thereto.
5. The following documents, duly initialed by the Company Secretary of the Transferee Company for the purpose of issue report:
 - a) Draft Scheme;
 - (b) Valuation Report dated November 12, 2025 issued by Gopavarapu Murali Reddy, FCA, Registered Valuer (IBBI Registration No. IBBI/RV/02/2019/11566) ("Valuation Report"), describing the methodology adopted by them in arriving at the consideration in connection with the Scheme;
 - (c) Fairness Opinion Report dated November 12, 2025 issued by M/s. Finshore Management Services Limited (SEBI Regd. CAT-I Merchant Banker, SEBI Registration No. INM000012185), an Independent SEBI registered Category - Merchant Banker ("Fairness Opinion"), providing an opinion on the fairness of the consideration specified in the Valuation Report; and
 - (d) Draft certificate issued by M/s. PPKG & Co, Chartered Accountants (ICAI Firm registration number: 09655S), the Statutory Auditors of the Transferee Company, confirming the accounting treatment in the



prescribed manner in the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Act and other generally accepted accounting principles.

1. EFFECT OF THE SCHEME ON KEY MANAGERIAL PERSONNEL

1.1 Transferee Company

The Scheme will not adversely affect the rights or interests of the Key Managerial Personnel ("KMP") of the Transferee Company. The KMP of the Transferee Company shall continue in their respective positions, subject to the provisions of the Companies Act, 2013 and other applicable laws, rules and regulations. The Scheme does not provide for any special compensation, remuneration or benefit to the KMP of the Transferee Company merely on account of the Scheme.

1.2 Transferor Company

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without winding up. Consequently, the offices/positions held by the KMP of the Transferor Company in the Transferor Company shall cease upon such dissolution, unless such persons are separately appointed or continued in the Transferee Company in accordance with applicable law. The Scheme does not provide for any special compensation, remuneration or benefit to the KMP of the Transferor Company merely on account of the Scheme.

2. EFFECT OF THE SCHEME ON PROMOTERS

The Scheme does not provide for any special benefit, preferential treatment or additional consideration to the Promoters of either the Transferor Company or the Transferee Company. The Promoters of the Transferor Company, being shareholders of the Transferor Company, shall be entitled to receive equity shares of the Transferee Company in accordance with the share exchange ratio and other terms and conditions of the Scheme. Upon the Scheme becoming effective, such shareholders of the Transferor Company shall become shareholders of the Transferee Company. The existing Promoters of the Transferee Company shall continue to hold their equity shares in the Transferee Company, subject to the terms of the Scheme and applicable law. The Scheme does not contemplate any payment or benefit to the Promoters merely by virtue of their being Promoters, other than their entitlement as shareholders under the Scheme.

3. EFFECT OF THE SCHEME ON NON-PROMOTER SHAREHOLDERS OF THE TRANSFEROR COMPANY

The Non-Promoter Shareholders of the Transferor Company shall be entitled to receive equity shares of the Transferee Company in accordance with the share exchange ratio and the other terms and conditions of the Scheme. Upon the Scheme becoming effective, the Non-Promoter Shareholders of the Transferor Company shall become shareholders of the Transferee Company. The Scheme does not provide any separate, preferential or additional benefit to the Non-Promoter Shareholders of the Transferor Company. Accordingly, the Non-Promoter Shareholders of the Transferor Company shall have their



entitlement determined in accordance with the Scheme on the same basis as applicable to the relevant class of shareholders.

4. EFFECT OF THE SCHEME ON NON-PROMOTER / PUBLIC SHAREHOLDERS OF THE TRANSFEREE COMPANY

The rights and interests of the existing Non-Promoter/Public Shareholders of the Transferee Company shall not be prejudicially affected by the Scheme. The existing shareholders of the Transferee Company shall continue to hold their existing equity shares in the Transferee Company. As recorded in the Board's consideration of the Scheme, there will be no change in the economic interest of the shareholders of the Transferee Company, pre and post Scheme. The Scheme is expected to result in consolidation of the businesses and is intended to provide operational, organizational and financial efficiencies, economies of scale, better utilization of resources and streamlining of administrative and managerial functions.

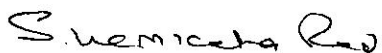
5. OVERALL EFFECT OF THE SCHEME

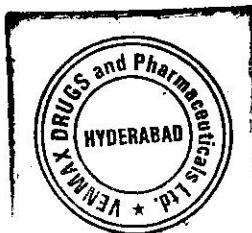
The Board of Directors of the Transferor Company and the Transferee Company have considered the effect of the Scheme on the respective KMP, Promoters and Non-Promoter Shareholders. The Scheme does not contemplate any special benefit or preferential treatment to any particular class of KMP, Promoters or Non-Promoter Shareholders. The Scheme is intended to consolidate the businesses of the Transferor Company and the Transferee Company in the Transferee Company. The businesses of the two Companies are complementary in nature, and the amalgamation is expected to facilitate integration, higher capacity utilization, specialized management, operational efficiencies and economies of scale. The Board of Directors of both Companies are of the view that the Scheme is in the interest of the respective Companies and their stakeholders and that the Scheme is not prejudicial to the interests of the shareholders of the respective Companies. The Scheme shall be subject to the sanction of the Hon'ble National Company Law Tribunal, Hyderabad Bench, and such other approvals, sanctions, consents and permissions as may be required under applicable law.

Adoption of the Report by the Board of Directors

The Board of Directors of the Company have adopted this report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the board is entitled to make relevant modifications to this report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For and on Behalf of
Venmax Drugs and Pharmaceuticals Limited


Venkata Rao Sadhanala
Director
DIN: 02906370



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