

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the members of Venmax Drugs and Pharmaceuticals Limited (“the Company”) will be held on Thursday, 6th day of February 2025 at 12.00 P.M. IST through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility, to transact the following business:

Special Business:

1. **Approval for increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association**

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

“**RESOLVED THAT** pursuant to Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force (“Companies Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted as follows:

“**Clause-V.** The Authorized Share Capital of the Company Rs. 8,00,00,000 /- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.”

RESOLVED FURTHER THAT the existing directors of the Company and/or the Company Secretary as authorized by the Board be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

2. **Approval for Issuance of Equity Shares Warrants 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 23(1)(b), 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 (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including BSE Limited (the “Stock Exchange”) SME Platform on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupee 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 Stock Exchange) 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), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, upto 1,60,00,000 (One Crore Sixty Lakhs only) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each (“Warrants”) at a price of Rs. 20/- (Rupees Twenty only) each payable in cash (“Warrants Issue Price”), aggregating up to Rs. 32,00,00,000 /- (Rupees Thirty Two Crores 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 6 (Six) months, to identified persons, as specified below (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, 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”).

Sl.No	Name of the Allottees	Category	No. of Warrants
1	Amrish Anil Diwakar	Non-Promoter	2,50,000
2	Ayushman Kumar	Non-Promoter	2,50,000
3	Dinesh Dayaram Dhanak	Non-Promoter	2,50,000
4	Praful Mahendra Bhusari	Non-Promoter	6,00,000
5	Nitesh Niranjan Jha	Non-Promoter	7,00,000
6	Prakash Vijay Zaveri	Non-Promoter	5,00,000
7	Pratibha Suryaji Pawar	Non-Promoter	5,00,000
8	Dhulia Rajen Chandrakant	Non-Promoter	6,00,000
9	Vincent Alex D'Mello	Non-Promoter	1,50,000
10	Rupa Thomas Rodrigues	Non-Promoter	4,00,000
11	Ritesh Sahu	Non-Promoter	5,00,000
12	Rakesh Solanki	Non-Promoter	2,50,000
13	Vinod Karia	Non-Promoter	7,00,000
14	Umesh Bikhchand Bijlani	Non-Promoter	2,00,000
15	Dwaraka Prasad Gattani	Non-Promoter	2,00,000

16	M/S. Neil D Shah Huf	Non-Promoter	1,50,000
17	Sankalp Sunil Wakkar	Non-Promoter	1,25,000
18	Dinesh Muddu Kotian	Non-Promoter	14,20,000
19	Dinakara Sateesh	Non-Promoter	1,25,000
20	Deepak Pandurang Bhojane	Non-Promoter	3,00,000
21	Piyush Bharat Khushalani	Non-Promoter	1,00,000
22	Varsha K Jain	Non-Promoter	1,00,000
23	Nehul Nandlal Shirke	Non-Promoter	2,75,000
24	Trupti Uday Khanapurkar	Non-Promoter	1,00,000
25	Jigna Raval	Non-Promoter	1,00,000
26	I2 Pro Services Pvt Ltd	Non-Promoter	1,00,000
27	White Saffron Grains LLP	Non-Promoter	2,00,000
28	Mega Flex Plastics Ltd	Non-Promoter	3,00,000
29	Channel Plastics Pvt Ltd	Non-Promoter	1,45,000
30	Sampati Devi Jain	Non-Promoter	2,00,000
31	Rosy Sethia	Non-Promoter	60,000
32	Deepak Tayal	Non-Promoter	1,00,000
33	Anshul Agarwal	Non-Promoter	4,00,000
34	Kapish Jain	Non-Promoter	1,00,000
35	Manish Grover	Non-Promoter	5,50,000
36	Atul Jain	Non-Promoter	1,00,000
37	WCA Services Pvt Ltd	Non-Promoter	5,00,000
38	Shammi Khanna	Non-Promoter	2,50,000
39	Jugal Kishore Bhagat	Non-Promoter	13,00,000
40	Pushpa Bhaju	Non-Promoter	15,00,000
41	Hitesh Surendrakumar Loonia	Non-Promoter	3,50,000
42	Anup Shivprasad Mundhra	Non-Promoter	1,00,000
43	Yogesh Omprakash Nimodiya	Non-Promoter	1,00,000
44	Ishan Bhaiya	Non-Promoter	1,00,000
45	Vibhu Maurya	Non-Promoter	2,50,000
46	Mohit Loonia	Non-Promoter	1,50,000
47	Venu Madhava Kaparthy	Non-Promoter	1,00,000
48	Jai Prakash Singh	Non-Promoter	1,00,000
49	Mirza Sajjad Baig	Non-Promoter	1,00,000
			1,60,00,000

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the equity shares is January 07, 2025 i.e., 30 days prior to the date of Extra-Ordinary General Meeting (EGM).”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, 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 holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 6 (Six) months from the date of allotment of the Warrants by issuing a written notice to the Company

specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company.

- b) 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;
- c) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- d) In the event that, a Warrant holder does not exercise the Warrants within a period of 6 (Six) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- e) The equity Share Warrants will be issued at Rs. 20/- per share Warrant as decided by the board based on the valuation report of Registered Valuer, Mr. Gopavarapu Murali Reddy, IBBI Regn No. IBBI/RV/02/2019/11566 dated 7th January, 2025.
- f) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) Apart from the said right of adjustment mentioned in (f) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity shareholder(s) of the Company.
- h) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the BSE in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- i) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- j) 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;
- k) 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.
- l) the Warrants shall not carry any voting rights until they are exercised and equity shares are allotted 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;

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is 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:

- i. 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;
- ii. to negotiate, finalize 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 Exchange 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, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose;
- iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to 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 including deciding the size and timing of any tranche of the Warrants;
- iv. 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 authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- v. 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 Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, and advisors 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);
- vii. 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 affect 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 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 authorized 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, 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.”

3. Regularization of the appointment of Mr. Sadhanala Venkata Rao (DIN: 02906370), Additional Director, as the Whole time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013, pursuant to the recommendation of Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to appoint Mr. Sadhanala Venkata Rao (DIN:02906370) as the Whole Time Director of the Company for a term of 5 years with effect from 01.10.2024.

RESOLVED LASTLY THAT the Directors of the Company be and are hereby severally authorised to do all such acts, things and deeds including but not limited to filing of requisite forms/ returns with the office of the Registrar of Companies so as to bring this resolution into force."

By the order of the Board
For **Venmax Drugs and Pharmaceuticals Ltd**

Date: 11th January, 2025
Place: Hyderabad

Sd/-
Dasi Rakesh Reddy
Director
DIN: 07112785

Notes:

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. 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 and Circular No. SEBI Circular No. SEBI/HO/DDHS/P/ CIR/2023/0164 dated October 6, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), have permitted companies to conduct EGM through VC or Other Audio Visual Means, subject to compliance of various conditions mentioned therein till September 30, 2025. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Company is being convened and conducted through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 and 2 of the Notice is annexed hereto.
4. 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 the Circulars issued by the Ministry of Corporate Affairs 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 Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
5. 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 for 1000 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.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.venmaxdrugs.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
8. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify any change in their address and/or bank mandate to their DPs in respect of shares held in electronic form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
9. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-Voting and e-Voting during the EGM. The process and instructions for remote e-Voting are provided in the subsequent pages. Such remote e-Voting facility is in addition to voting that will take place at the EGM being held through VC.
10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-Voting, shall be able to exercise their right to vote through e-Voting at the EGM. The Members who have cast their vote by remote e-Voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
11. The Board of Directors has appointed M/s. Kashinath Sahu & Co, (FCS: 4790, CP: 4807), Practising Company Secretaries, as the Scrutinizer to scrutinize the voting during the EGM and remote e-Voting process in a fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 02 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in Favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
13. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.venmaxdrugs.com and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
14. As per the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

15. Corporate Members are required to access the link www.venmaxdrugs.com and upload a certified copy of the Board Resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. In line with the MCA and SEBI Circulars, the notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice will also be available on the Company's website at www.venmaxdrugs.com and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
18. As the EGM is being held through VC, the route map is not annexed to this Notice.
19. The Register of Members and Share Transfer Books of the Company will remain closed from **[30.01.2025]**, to **[06.02.2025]**, (both day inclusive).
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
21. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on February 03, 2025 at 9:00 A.M. and ends on February 05, 2025 at 5:00P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 30th January, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 30th January, 2025. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- (i) 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.
- (ii) 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.

- (iii) 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication,

	<p>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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

For Shareholders holding shares in Demat Form 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) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Venmax Drugs and Pharmaceuticals Ltd.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (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 and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.venmaxdrugs.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. **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.

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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at www.venmaxdrugs.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **[9866272052]**. 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.

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 or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By the order of the Board
For **Venmax Drugs and Pharmaceuticals Ltd**

Date: 11th January, 2025
Place: Hyderabad

Sd/-
Dasi Rakesh Reddy
Director
DIN: 07112785

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts relating to the Business mentioned under Item No. 1 and 2 in the accompanying Notice:

Item No. 1:

Approval for increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on January 11, 2025 have recommended to increase the Authorised Share Capital from Rs.8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of shareholders in general meeting u/s 13, 61 and 64 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1 of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as ordinary resolution.

Item No. 2: Approval for issuance of equity share warrants on a preferential basis

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

A. Particulars of the Preferential Issue including the date of passing of Board resolution

The Board, at its Meeting held on January 11, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 1,60,00,000 (One Crore Sixty Lakhs only) Warrants to the Proposed Allottees, each at a price of Rs. 20/- per Warrant (including a premium of Rs. 10/- per Warrant), aggregating up to Rs. 32,00,00,000/- (Rupees Thirty-Two Crores only), for a cash consideration, by way of a preferential issue on a private placement basis (the "Preferential Issue").

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

Up to 1,60,00,000 (One Crore Sixty Lakhs only) Warrants, at a price of Rs. 20/- per Warrant (including a premium of Rs. 10/- per Warrant) aggregating up to Rs. 32,00,00,000/- (Rupees Thirty-Two Crores only), such price being

not less than the floor price as on the relevant date determined in accordance with the valuation report and the provisions of Chapter V of the SEBI ICDR Regulations.

C. Objects of the Preferential Issue:

The Company is proposing to raise funds for meeting the Working Capital requirements of the Company.

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

Particulars	Total estimated amount to be utilised for each of the Objects (in Rupees)	Tentative timeline for utilisation
Working Capital Requirements	10,00,00,000	Within 12 months from the date of receipt of funds
General Corporate Purpose*	2,00,00,000	
Business Acquisition	20,00,00,000	
Total	32,00,00,000	

** Proposed deployment of the Preferential Issue proceeds towards general corporate purposes as approved by our management from time to time, shall not exceed 25% of the total proceeds of the Preferential Issue, in compliance with applicable laws.*

Further in terms of BSE Notice No. 20221213-47 dated December 13, 2022, if the issue size of preferential issues exceeds Rs. 100 Crore (Rupees Hundred Crores) then each object for which the funds are proposed to be raised, amount of funds to be utilized against each object, tentative timeline for utilization of issue proceeds for each object to be stated. Since the issue does not exceed Rs. 100 Crore (Rupees Hundred Crore), the provisions of said notice are not applicable, however as matter of good corporate governance the Company has disclosed the details of each object and tentative timeline for utilization of issues proceeds.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company. Pending utilization of the proceeds from the Preferential Issue, the Company shall be entitled to invest such proceeds in fixed deposits in scheduled commercial banks, or any other investment as permitted under applicable laws.

D. Issue Price, Relevant Date and Basis on which the floor price of preferential issue has been arrived at and justification for the price (including premium, if any)

The price of Equity Share Warrant to be issued is fixed at Rs. 20/- per equity share of Face Value of Rs.10/- each in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 7th January 2025 (“Relevant Date”) (i.e., 30 days prior to the date of proposed Extra Ordinary General Meeting).

The Company is listed on BSE, and the equity shares of the Company are frequently traded in accordance with Regulation 164 of ICDR Regulations. Accordingly, the price determined shall be the minimum price at which the allotment is to be made.

The value per share arrived is Rs. 16.52 /- as determined by the Registered Valuer, Mr. Gopavarapu Murali Reddy, IBBI Regn No. IBBI/RV/02/2019/11566 valuation report dated 7th January, 2025 having office at 507, Everest Block, Aditya enclave, Ameerpet, Hyderabad, Telangana-500038.

The price at which the Board has decided to issue Equity Share Warrants are issued is Rs. 20/- which is higher than the price determined in accordance with Regulation 164(1) of SEBI (ICDR) Regulations.

Since the Equity Shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

The members desirous to inspect the valuation report may send an email to venmaxdrugs@gmail.com, for inspection of said Report electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e. www.venmaxdrugs.com.

E. Intention of promoters/directors / key managerial personnel to subscribe to the offer:

None of the other promoters / directors / key managerial personnel / senior managerial personnel will subscribe to the offer.

F. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue made to the Proposed Allottees will be in the capacity of public shareholders of the Company.

G. Principal terms of the assets charged as securities:

Not Applicable

H. Proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity share warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission, as the case may be.

I. Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottees and the Warrants to be allotted on preferential basis to the proposed allottees and the Equity Shares to be issued to the proposed allottees pursuant to the conversion of Warrants shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

J. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

The details of the Proposed Allottees are as per the following table:

Proposed Allottees	Category (Class)	Natural Persons who is the UBO /who controls the proposed allottees	Pre-Issue		Post Conversion of Equity Share Warrants #1	
			No. of Equity	% held	No. of Equity Shares Held	% held*

			Shares Held			
Amrish Anil Diwakar	Non-Promoter	Not Applicable	0	0	2,50,000	1.18
Ayushman Kumar	Non-Promoter	Not Applicable	0	0	2,50,000	1.18
Dinesh Dayaram Dhanak	Non-Promoter	Not Applicable	0	0	2,50,000	1.18
Praful Mahendra Bhusari	Non-Promoter	Not Applicable	0	0	6,00,000	2.83
Nitesh Niranjana Jha	Non-Promoter	Not Applicable	0	0	7,00,000	3.30
Prakash Vijay Zaveri	Non-Promoter	Not Applicable	0	0	5,00,000	2.35
Pratibha Suryaji Pawar	Non-Promoter	Not Applicable	0	0	5,00,000	2.35
Dhulia Rajen Chandrakant	Non-Promoter	Not Applicable	0	0	6,00,000	2.83
Vincent Alex D'Mello	Non-Promoter	Not Applicable	0	0	1,50,000	0.71
Rupa Thomas Rodrigues	Non-Promoter	Not Applicable	0	0	4,00,000	1.88
Ritesh Sahu	Non-Promoter	Not Applicable	0	0	5,00,000	2.35
Rakesh Solanki	Non-Promoter	Not Applicable	0	0	2,50,000	1.18
Vinod Karia	Non-Promoter	Not Applicable	0	0	7,00,000	3.30
Umesh Bikhchand Bijlani	Non-Promoter	Not Applicable	0	0	2,00,000	0.94
Dwaraka Prasad Gattani	Non-Promoter	Not Applicable	0	0	2,00,000	0.94
M/S. Neil D Shah Huf	Non-Promoter	Neil Deepak Shah	0	0	1,50,000	0.71
Sankalp Sunil Wakkar	Non-Promoter	Not Applicable	0	0	1,25,000	0.59
Dinesh Muddu Kotian	Non-Promoter	Not Applicable	0	0	14,20,000	6.69
Dinakara Sateesh	Non-Promoter	Not Applicable	0	0	1,25,000	0.59
Deepak Pandurang Bhojane	Non-Promoter	Not Applicable	0	0	3,00,000	1.41
Piyush Bharat Khushalani	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Varsha K Jain	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Nehul Nandlal Shirke	Non-Promoter	Not Applicable	0	0	2,75,000	1.29
Trupti Uday Khanapurkar	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Jigna Raval	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
I2 Pro Services Pvt Ltd	Non-Promoter	Vishwanathan Sankar Krishnan	0	0	1,00,000	0.47
White Saffron Grains LLP	Non-Promoter	Rakesh Sethia Hukum Chand Bothra Mohan Lal Parakh	0	0	2,00,000	0.94

Mega Flex Plastics Ltd	Non-Promoter	Rakesh Sethia Nilima Sethia Usha Sethia Hukum Chand Bothra Rajesh Bothra	0	0	3,00,000	1.41
Channel Plastics Pvt Ltd	Non-Promoter	Rakesh Sethia Nilima Sethia Usha Sethia	0	0	1,45,000	0.68
Sampati Devi Jain	Non-Promoter	Not Applicable	0	0	2,00,000	0.94
Rosy Sethia	Non-Promoter	Not Applicable	0	0	60,000	0.28
Deepak Tayal	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Anshul Agarwal	Non-Promoter	Not Applicable	0	0	4,00,000	1.88
Kapish Jain	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Manish Grover	Non-Promoter	Not Applicable	0	0	5,50,000	2.59
Atul Jain	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
WCA Services Pvt Ltd	Non-Promoter	Bhawna Bhatia	0	0	5,00,000	2.35
Shammi Khanna	Non-Promoter	Not Applicable	0	0	2,50,000	1.18
Jugal Kishore Bhagat	Non-Promoter	Not Applicable	0	0	13,00,000	6.12
Pushpa Bhaju	Non-Promoter	Not Applicable	0	0	15,00,000	7.06
Hitesh Surendrakumar Loonia	Non-Promoter	Not Applicable	0	0	3,50,000	1.65
Anup Shivprasad Mundhra	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Yogesh Omprakash Nimodiya	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Ishan Bhaiya	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Vibhu Maurya	Non-Promoter	Not Applicable	0	0	2,50,000	1.18
Mohit Loonia	Non-Promoter	Not Applicable	0	0	1,50,000	0.71
Venu Madhava Kaparthy	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Jai Prakash Singh	Non-Promoter	Not Applicable	0	0	1,00,000	0.47
Mirza Sajjad Baig	Non-Promoter	Not Applicable	0	0	1,00,000	0.47

#1 The percentage is calculated on Total no. of Equity Shares – 2,12,38,930 (Comprising of 52,38,930 existing Equity Share and Preferential Issue of 1,60,00,000 Equity Share Warrants to the Allottees.

K. 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

- Mr. Neil Deepak Shah is the person who ultimately control M/S. Neil D Shah HUF which is amongst the proposed allottees

- Mr. Vishwanathan Sankarakrishnan is the person who ultimately control 2Pro Services Pvt Ltd which is amongst the proposed allottees
- Mr. Rakesh Sethia, Mrs. Nilima Sethia, Mrs. Usha Sethia, Mr. Hukum Chand Bothra and Mr. Rajesh Bothra are the persons who ultimately control Mega Flex Plastics Limited which is amongst the proposed allottees
- Mr. Rakesh Sethia, Mr. Hukum Chand Bothra and Mr. Mohan Lal Parakh are the persons who ultimately control White Saffron Grains LLP which is amongst the proposed allottees.
- Mr. Rakesh Sethia, Mrs. Nilima Sethia, and Mrs. Usha Sethia are the persons who ultimately control Channel Plastics Private Limited which is amongst the proposed allottees.
- Ms. Bhawna Bhatia is the person who ultimately control WCA Services Pvt Ltd which is amongst the proposed allottees

L. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of the Proposed Allottee	Pre-Preferential Issue	Post-Preferential Issue
		Category (Promoter/ Non - Promoter)	Category (Promoter/ Non - Promoter)
1	Amrish Anil Diwakar	Not Applicable	Non-Promoter
2	Ayushman Kumar	Not Applicable	Non-Promoter
3	Dinesh Dayaram Dhanak	Not Applicable	Non-Promoter
4	Praful Mahendra Bhusari	Not Applicable	Non-Promoter
5	Nitesh Niranjan Jha	Not Applicable	Non-Promoter
6	Prakash Vijay Zaveri	Not Applicable	Non-Promoter
7	Pratibha Suryaji Pawar	Not Applicable	Non-Promoter
8	Dhulia Rajen Chandrakant	Not Applicable	Non-Promoter
9	Vincent Alex D'Mello	Not Applicable	Non-Promoter
10	Rupa Thomas Rodrigues	Not Applicable	Non-Promoter
11	Ritesh Sahu	Not Applicable	Non-Promoter
12	Rakesh Solanki	Not Applicable	Non-Promoter
13	Vinod Karia	Not Applicable	Non-Promoter
14	Umesh Bikhchand Bijlani	Not Applicable	Non-Promoter
15	Dwaraka Prasad Gattani	Not Applicable	Non-Promoter
16	M/S. Neil D Shah Huf	Not Applicable	Non-Promoter
17	Sankalp Sunil Wakkar	Not Applicable	Non-Promoter
18	Dinesh Muddu Kotian	Not Applicable	Non-Promoter
19	Dinakara Sateesh	Not Applicable	Non-Promoter
20	Deepak Pandurang Bhojane	Not Applicable	Non-Promoter
21	Piyush Bharat Khushalani	Not Applicable	Non-Promoter
22	Varsha K Jain	Not Applicable	Non-Promoter
23	Nehul Nandlal Shirke	Not Applicable	Non-Promoter
24	Trupti Uday Khanapurkar	Not Applicable	Non-Promoter
25	Jigna Raval	Not Applicable	Non-Promoter

26	I2 Pro Services Pvt Ltd	Not Applicable	Non-Promoter
27	White Saffron Grains LLP	Not Applicable	Non-Promoter
28	Mega Flex Plastics Ltd	Not Applicable	Non-Promoter
29	Channel Plastics Pvt Ltd	Not Applicable	Non-Promoter
30	Sampati Devi Jain	Not Applicable	Non-Promoter
31	Rosy Sethia	Not Applicable	Non-Promoter
32	Deepak Tayal	Not Applicable	Non-Promoter
33	Anshul Agarwal	Not Applicable	Non-Promoter
34	Kapish Jain	Not Applicable	Non-Promoter
35	Manish Grover	Not Applicable	Non-Promoter
36	Atul Jain	Not Applicable	Non-Promoter
37	WCA Services Pvt Ltd	Not Applicable	Non-Promoter
38	Shammi Khanna	Not Applicable	Non-Promoter
39	Jugal Kishore Bhagat	Not Applicable	Non-Promoter
40	Pushpa Bhaju	Not Applicable	Non-Promoter
41	Hitesh Surendrakumar Loonia	Not Applicable	Non-Promoter
42	Anup Shivprasad Mundhra	Not Applicable	Non-Promoter
43	Yogesh Omprakash Nimodiya	Not Applicable	Non-Promoter
44	Ishan Bhaiya	Not Applicable	Non-Promoter
45	Vibhu Maurya	Not Applicable	Non-Promoter
46	Mohit Loonia	Not Applicable	Non-Promoter
47	Venu Madhava Kaparthy	Not Applicable	Non-Promoter
48	Jai Prakash Singh	Not Applicable	Non-Promoter
49	Mirza Sajjad Baig	Not Applicable	Non-Promoter

M. Pre & Post Shareholding

Particulars	Pre issue Shareholding		No of Equity Share to be allotted in the Preferential Issue	Post Issue Shareholding	
	No. of Shares	Percentage		No. of Shares	Percentage
(A) Promoter & Promoter Group					
A1) Indian					
(a) Individuals	12,12,025	23.13	-	12,12,025	5.71
(b) Bodies Corporates	-	-	-	-	-
A2) Foreign					
Total shareholding of Promoter & Promoter Group (A) = (A1) + (A2)	12,12,025	23.13	-	12,12,025	5.71
(B) Public					
B1) Institutions					
B2) Institutions (Domestic)	7650	0.15	-	7650	0.04
B3) Institutions (Foreign)					
B4) Central Government/ State Government(s)/ President of India					
B4) Non-Institutions	-	-	-	-	-

Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-
Individual Shareholding	34,40,663	65.67	1,46,05,000	1,80,45,663	84.97
Body Corporate	3,08,222	5.88	10,45,000	13,53,222	6.37
Non-Resident Indians (NRIs)	2,69,970	5.15	-	2,69,970	1.27
Any Other (Specify)	400	0.01	3,50,000	3,50,400	1.65
Total Public Shareholding (B)=(B1)+(B2)+(B3)+(B4)	40,26,905	76.87	1,60,00,000	2,00,26,905	94.29
C) Non-Promoter - Non Public	-	-	-	-	-
TOTAL (A+B+C)	52,38,930	100.00	1,60,00,000	2,12,38,930	100.00

N. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern on exercise of Warrants.

O. Change in control, if any, in the Company that would occur consequent to the preferential offer:

As a result of the proposed preferential issue of Warrants and upon conversion of Warrants there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

P. Requirement as to re-computation of price

As per Regulation 164(2), since the Equity shares of the company have been listed on BSE for a period of more than 90 trading days prior to the relevant date, the company is not required to recompute the price per equity share.

Q. Terms of Issue of the Equity Share Warrants, if any.

Time frame within which the preferential issue shall be completed: The warrants shall be allotted within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

Tenure: The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 6 (Six) months from the date of allotment of the Warrants. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company. In the event that, a Warrant holder does not exercise the Warrants within a period of 6 (Six) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

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.

Exercise of Warrants and other related matters:

- 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 Rupee Ten only) each, in one or more tranches.
- The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

- d. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchange for listing and trading of the equity shares allotted to the Warrant holder pursuant to exercise of the Warrants. All equity shares (upon exercise of the Warrants) shall be credited into the Warrant holder's demat account.
- e. The equity Share Warrants will be issued at Rs. 20/- per share Warrant as decided by the board based on the valuation report of Registered Valuer, Mr. Gopavarapu Murali Reddy, IBBI Regn No. IBBI/RV/02/2019/11566 dated 7th January, 2025.
- f. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g. Apart from the said right of adjustment mentioned above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity shareholder(s) of the Company.

R. Certificate from Practicing Company Secretary:

A certificate from M/s. Kashinath Sahu & Co, Practicing Company Secretary, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM. The certificate is also uploaded on the website of the Company and can be accessed at www.venmaxdrugs.com.

S. Principal terms of the assets charged as securities:

Not Applicable

T. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of Number of securities as well as price

The Company has not made any preferential issue of shares/ warrants during the year.

U. Contribution being made by the promoters, promoter group or directors either as part of the Preferential Issue or separately in furtherance of objects:

Nil

V. Other Disclosures –

- a) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- b) The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- c) The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date. None of the members of the promoter/ promoter group of the Company has sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.
- d) Neither the Company nor any of its directors or Promoters are categorized 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.
- e) None of the Company's Directors or promoters is a fugitive economic offender as defined under the ICDR Regulations.
- f) The Company does not have any outstanding dues to SEBI or the depositories.
- g) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the stock exchange where its equity shares are listed;
- h) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- i) This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.

- j) The consideration, in the form of issue price, for Equity Shares shall be paid in cash and not in consideration other than cash.
- k) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.
- l) Principal terms of assets charged as securities: Not applicable.
- m) Material term of raising equity shares: No material terms other than as stated in the resolution & explanatory statement.
- n) As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds raised through this Preferential Issue.
- o) 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.
- p) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- q) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

None of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 3

The Board hereby recommends the appointment of Mr. Sadhanala Venkata Rao (DIN:02906370) as the Whole Time Director of the Company for a period of 3 years w.e.f 01.10.2024 subject to approval of the shareholders.

The following is a brief profile of Mr. Sadhanala Venkata Rao (DIN:02906370)

Mr. Venkata Rao Sadhanala is a Qualified Chartered Accountant and Company Secretary, having experience with more than 3 decades in the Banking and Finance & FMCG and Pharma Industry. He has vast experience in the field of Project finance, corporate strategies, Mergers & Acquisitions. He has held senior positions in Vanta Bioscience Ltd, Synergy Castings Ltd.

Taking into consideration his rich profile and in view of the increasing responsibility, the Board, pursuant to the recommendation of Nomination and Remuneration, approved the appointment of Mr. Sadhanala Venkata Rao (DIN:02906370) as Whole Time Director of the Company subject to requisite approvals.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No. 3 are now being placed before the members for their approval by way of Ordinary Resolution.

None of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year during the tenure of the Managing Director or Whole Time Director, the Company has Nil Profits or the Profits are inadequate, the following additional information is required to be submitted to the shareholders.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. General Information		
1	Nature of Industry	The Company is a pharmaceutical company providing trading and manufacturing of Generics, Bulk Drugs and Intermediaries, etc.
2	Date of expected date of commencement of commercial production	The Company has already commenced its commercial operations
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

By the order of the Board
For **Venmax Drugs and Pharmaceuticals Ltd**

Date: 11th January, 2025
Place: Hyderabad

Sd/-
Dasi Rakesh Reddy
Director
DIN: 07112785