

2nd September, 2025

To,
BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.
Scrip Code: 531015

Subject: Outcome of Board Meeting, Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we would like to inform you that a meeting of Board of Directors of was held today i.e 2nd day of September, 2025 at 12:00 PM at the registered office of the Company and the board Inter-alia, has approved/recommended the following:

1. Consider & approved the proposal for Amalgamation of the Company M/s Hatri Pharma Private Limited with M/s Venmax Drugs and Pharmaceuticals Limited.

The Board, based on the recommendations of the Audit Committee and the Committee of Independent Directors, has considered and approved a Scheme of Merger/Amalgamation among Hatri Pharma Private Limited and Venmax Drugs and Pharmaceuticals Limited (“VDPL” or the “Company” or the “Merger/Amalgamated Company”) and their respective shareholders and creditors (the “Scheme”) under Sections 230 to 232 of the Companies Act, 2013 read with other applicable provisions and the rules framed thereunder (including any statutory modification or re-enactment thereof). (Merged/Amalgamated Company and Merging/Amalgamating Companies collectively referred to as “Companies”).

The Scheme, inter-alia, provides for amalgamation of Hatri Pharma Private Limited, the Merging/Amalgamating Company with Venmax Drugs and Pharmaceuticals Limited, the Amalgamated Company (“Merger”). The Scheme is subject to the fulfilment of certain conditions including receipt of approval of shareholders (majority of public shareholders) and creditors of the Company, approval of other regulatory authorities as may be required, including those of the, BSE Limited, Securities and Exchange Board of India (“SEBI”) and the Hon’ble jurisdictional National Company Law Tribunal (“NCLT”) and any other authority as may be applicable. Further, the Company has entered into an Implementation Agreement with HPPL, and Promoters inter alia outlining transaction support, relevant representations, warranties and indemnities etc. pertaining to the Merging/Amalgamating Company.

In terms of the Listing Regulations read with SEBI Master circular No SEBI/HO/CFD/PoD2 /CIR/P/0155 dated November 11, 2024, we are furnishing herewith the details of the Scheme in Annexure I.

2. Increase in the Authorize Share Capital

The Board considered and approved the enhancement in the Authorised Share Capital presently from 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 To Rs.60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional 3,80,00,000 Equity Shares of Rs. 10 each subject to approval of the Shareholders at the 36th Annual General Meeting.

3. Approval of the Notice & Directors Report for the Financial Year 2024-2025

The board considered and approved the Notice and Directors Report and 36th Annual Report of the Company along with Annexures for the Financial Year 2024-25.

4. Secretarial Audit Report for the Financial Year 2024-2025

The Secretarial Audit Report for the Financial Year 2024-2025, issued by M/S Kashinath Sahu & Co., Practicing Company Secretaries, was considered and approved.

5. The date, time and venue of 36th Annual General Meeting

The Board decided to convene the 36th Annual General Meeting of the Company on Saturday, September 27, 2025 at 10:00 A.M. through Video Conferencing ('V C') / Other Audio Visual Means ('OVAM'), in compliance with the SEBI Circulars and MCA Circulars, allowing the Companies to hold the Annual General Meeting through Video Conferencing / Other Audio Visual Means.

6. Approval of Dates for Remote E-voting & Cut Off Date

The Board has approved the facility for e-voting through CDSL E-Voting Platform, electronic means, to all the Members to enable them to cast their votes electronically and finalized the following dates for Remote E-voting:

Particulars	Details
E-Voting Start Date	September 24, 2025 - 9:00 A.M.
E-Voting End Date	September 26, 2025 - 5:00 P.M.
Cut-off Date for E-Voting	September 20, 2025

Further, pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015, and as earlier informed the Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2025 to September 27, 2025 (both days inclusive) for the purpose of Annual General Meeting.

7. Appointment of Scrutinizer for the 36th Annual General Meeting

The Board has appointed M/s Kashinath Sahu & Co., Practicing Company Secretaries, Firm No. 4807, as the Scrutinizer for conducting the e-voting process for the 36th Annual General Meeting in a fair and transparent manner.

8. Appointment of Secretarial Auditors for a period of 5 consecutive financial years from 2025-26.

The board approved the appointment of M/s Kashinath Sahu & Co., Practicing Company Secretaries, Firm No. 4807 Secretarial auditors for a term of five consecutive financial years subject to the approval of the shareholders at the 36th Annual General Meeting of the Company.

The details as required under Regulation 30, of the Listing Regulations and the SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as amended from time to time for the appointments/re-appointments are given in Annexure-II.

9. Appointment of Mrs. Dakshita Jain (DIN: 11260241), Additional Director as Non- Executive Independent Director.

The Board has considered and approved the appointment of Mrs. Dakshita Jain (DIN:11260241) as Additional Director, Non-Executive Independent Director of the Company for a first term period of Five years from the date of appointment i.e., September 2, 2025, pursuant to recommendation of the Nomination and Remuneration Committee, and her appointment as Director is subject to approval of the Members in the ensuing Annual General Meeting.

The details as required under Regulation 30, of the Listing Regulations and the SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as amended from time to time for the appointments/re-appointments are given in Annexure-III.

10. Resignation of Mrs. Pilli Meena Kumari (DIN:10458622), Additional Director as Non-Executive Independent Director.

The Board has considered and approved the Resignation of Mrs. Pilli Meena Kumari (DIN: 10458622) as Non-Executive Independent Director of the Company with effect from 2nd September 2025, and took on record the appreciation of her work during the period of office as the Independent Director of the Company. (Copy of Resignation Letter is enclosed.)

The details as required under SEBI (Listing Obligations and Disclosure Requirements), 2015 is enclosed and marked as Annexure — IV.

11. Reconstitution of Committees:

Composition of the Committees:

Name of the Director	Executive/ Non-Executive/ Independent	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee
Reddeppa Gundluru	Independent Director	Chairman	Chairman	Member
Dakshita Jain	Independent Director	Member	Member	Member
Swapneswar Mishra	Non-Executive, Non-Independent Director	Member	Member	Chairman

The Meeting Commenced at 12.00 P.M and concluded at 01.45 P.M.

Kindly take the above information on record.

Thanking You

Yours Faithfully

for **Venmax Drugs & Pharmaceuticals Limited**

Venkata Rao Sadhanala

Director

DIN: 02906370

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015

Sl. No	Particulars	Details
a)	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc.	1. <u>Hatri Pharma Private Limited</u> (Un audited as on August 31, 2025) Net worth – INR 1644.00 Lakhs Turnover – INR 1644.79 Lakhs 2. <u>Venmax Drugs and Pharmaceuticals Limited</u> (Un audited as on August 31, 2025) Net worth – INR 1306.20 Lakhs Turnover – INR 252.87 Lakhs
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”	No, the Company and the Transferor Company are not related parties to each other. In terms of General Circular No. 30/2014 dated July 17, 2014, issued by Ministry of Corporate Affairs (“MCA Circular”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (“Act”), will not attract the requirements of Section 188 of the Act. The consideration for the amalgamation will be discharged on an "arm's length" basis.
c)	Area of business of the entity(ies)	1. VDPL is engaged in Trading of pharmaceuticals products of Drug intermediates & fine chemicals 2. HPPL is engaged in manufacturing of Drug intermediates and fine chemicals.

d)	Rationale for amalgamation/ merger	a. The consolidation of entities with similar functions within the group, would result in, operational and administrative efficiencies, optimum utilization of infrastructure facilities and available resources, reduction in costs by focused operational efforts, rationalization, standardization, simplification of business processes and elimination of duplication. b. enhancement of operational, organizational and financial efficiencies, and achieve economies of scale by pooling of resources through backward integration; c. an integrated and coordinated approach to business and a more efficient allocation of capital and resources for growth opportunities; d. unification and streamlining off legal and regulatory compliances currently required to be carried out by both, the Transferor Company and the Transferee Company; e. consolidation of administrative and managerial functions and elimination of multiple record-keeping, inter alia other expenditure and optimal utilization of resources; and f. adaptation of best practices and in enhancing mechanization / automation of various processes through latest technologies. The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.
e)	In case of cash consideration – amount or otherwise share exchange ratio	Upon the effectiveness of this Scheme and in consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall, without any further application, act, deed, consent, acts, instrument or deed, discharge consideration, on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Effective Date or such person who has been recorded, in the records of a depository as on the Effective Date,

		as the beneficial owner of such shares of the Transferor Company, and such shareholder shall be eligible to opt for consideration to be received in form of either: 1 (One) fully paid equity shares of INR 10 (Ten) each of the Transferee Company for every 1 (One) equity shares of INR 10 (Ten) held in the Transferor Company; or The abovementioned consideration has been arrived based on Valuation Report and fairness opinion report obtained in this regard.
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ANNEXURE-II

APPOINTMENT OF SECRETARIAL AUDITORS

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

SL.NO	PARTICULARS	M/s KASHINATH SAHU & CO. COMPANIES SECRETARIES
1	Reason for change viz. Appointment, re-appointment, resignation, removal, death or otherwise	Appointment of Secretarial Auditors
2	Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment	To hold office for a period of 5 (five) consecutive years on the Board of the Company commencing from the conclusion of 36 th AGM (Financial Year 2025-26) up to 41 st AGM (Financial Year 2029- 30).
3	Brief Profile (in case of appointment)	M/s Kashinath Sahu & Co. Practising Company Secretaries is a well-known firm of practising Company Secretaries founded in 2002 and based in Hyderabad. The firm has over 2 decades of experience and provides services to various listed and unlisted entities in the field of secretarial, legal and financial matters. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
4	Disclosure of relationships between directors (in case of appointment of directors)	No relationships with the directors of the Company

ANNEXURE-III

Appointment of Mrs. **Dakshita Jain (DIN:11260241)** as Non-Executive Independent Director of the Company, subject to approval of the Members.

S. No	Particulars	Details
1	Background details and Experience	Mrs. Dakshita Jain has completed Post Graduation in Diploma and Management and is having experience with more than 6 Years in the Finance, Accounts & Audit.
2	Date of first appointment	Appointed as an Additional Director, Non-Executive Independent Director for a first term period of 5 years of the Company w.e.f. September 2 nd , 2025. Her appointment is subject to the approval of shareholders at the 33 rd Annual General Meeting.
3	Managerial Remuneration	Sitting fee and other payables as decided by the board of directors from time to time.
4	Inter-se relationship with Directors	Not related to any other Director
5	Information as required pursuant to BSE Circular LIST/COMP14/2018-19	Mrs. Dakshita Jain is not debarred from holding the Office of Director, by virtue of any order from the SEBI or from any other Regulatory Authority

ANNEXURE-IV

Resignation of Mrs. Pilli Meena Kumari (DIN:10458622) as Non-Executive Independent Director of the Company.

Sl.NO	Particulars	Details
1	Reason for Change viz., Appointment, Resignation, Removal, Death or otherwise	Mrs. Pilli Meena Kumari has tendered her resignation from the post of Non-Executive Independent Director of the Company due to personal reasons and there are no material reasons for the resignation.
2	Date of Appointment / Cessation (as applicable) & Terms of Appointment	Resigned w.e.f. 2 nd September, 2025
3	Brief Profile (in case of appointment)	Not Applicable
4	Disclosure of relationship between the Directors (in case of appointment as a director)	Not Applicable
5	Disclosure in terms of Regulation 30 read with Clause 7B of Part-A of the Schedule-III of the Regulations	As enclosed

Date: 02.09.2025

To,
The Board of Directors,
M/s Venmax Drugs And Pharmaceuticals Limited,
Bowenpally,
Hyderabad.

Dear Sir,

Sub: - Resignation from Directorship

I hereby tender my resignation from the Directorship of VENMAX DRUGS AND PHARMACEUTICALS LIMITED due to personal and unavoidable circumstances, I do hereby tender my resignation from the Directorship of the Company with immediate effect. Kindly accept this letter as my resignation with immediate effect from the post of Director of the Company and relieve me of my duties.

Further, I also confirmed that there are no other material reasons for my resignation as a director of the company.

Kindly accept this letter as my resignation with immediate effect from the post of Director of the Company and relieve me of my duties.

Kindly acknowledge the receipt of this resignation letter and arrange to submit the necessary forms with the office of the Registrar of Companies, to that effect.

Thanking You,
Yours faithfully

P. Meenakumari

PILLI MEENA KUMARI
DIN: 10458622

Date: 02.09.2025

To,
The Board of Directors,
M/s Venmax Drugs And Pharmaceuticals Limited,
Bowenpally,
Hyderabad.

Dear Sir,

Sub: - Resignation from Directorship

I hereby tender my resignation from the Directorship of VENMAX DRUGS AND PHARMACEUTICALS LIMITED due to personal and unavoidable circumstances, I do hereby tender my resignation from the Directorship of the Company with immediate effect. Kindly accept this letter as my resignation with immediate effect from the post of Director of the Company and relieve me of my duties.

Further, I also confirmed that there are no other material reasons for my resignation as a director of the company.

Kindly accept this letter as my resignation with immediate effect from the post of Director of the Company and relieve me of my duties.

Kindly acknowledge the receipt of this resignation letter and arrange to submit the necessary forms with the office of the Registrar of Companies, to that effect.

Thanking You,
Yours faithfully

P. Meenakumari

PILLI MEENA KUMARI
DIN: 10458622

Received on
2/9/25

