



To
The Secretary,
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001,
Maharashtra, India
Scrip Code: 524636

Dear Sir/Madam,

Sub: Notice of Extra-Ordinary General Meeting of the Company

We would like to inform that the Extra-Ordinary General Meeting of the Company (“EGM”) is scheduled to be held on Thursday, March 23, 2023 at 03.00 p.m. (IST) at Registered Office Situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291 pursuant to the general circulars issued by the Ministry of Corporate affairs and by the Securities and Exchange Board of India (“SEBI”).

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Notice convening the EGM together with the explanatory statement. The aforesaid Notice is also uploaded on the Company’s website i.e., www.oxygentapharma.com.

In compliance with the provisions of Companies Act, 2013 and rules framed thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed the following dates in connection with the EGM:

Cut-off date to vote on EGM resolutions	Thursday, March 16, 2023
Commencement of remote e-voting	Monday, 20th March, 2023
Conclusion of remote e-voting	Wednesday, 22nd March, 2023
EGM	Thursday, 23rd March, 2023

We request you to kindly take the above information on record.

For Oxygenta Pharmaceutical Limited
(Formerly known as S.S. Organics Ltd.)

Sai Sudhakar Vankineni
Managing Director
DIN: 00733001

Date : March 1st, 2023
Place : Hyderabad

CC:

- i. RTA : VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LIMITED (VCCIPL)
- ii. CDSL
- iii. NSDL

OXYGENTA PHARMACEUTICAL LIMITED (Formerly known as S.S ORGANICS LIMITED)
(An ISO 9001:2015, ISO 14001 : 2015 and OH&S ISO 45001:2018 Certified Company)

REGD. OFF & FACTORY: Sy. No. 252/1, Aroor (V), Sadasivapet (M), Sangareddy (Dist) – 502 291, Telangana, INDIA.

Tel: (08455) 250080, Fax: 08455-250090

Corp. Office: Plot No.43, Sy. No. 55 to 58, The Park View, 1st Floor, Lumbini Avenue, Gachibowli, Hyderabad – 500 032.

E-Mail id: cs@oxygentapharma.com, info@oxygentapharma.com. Website: www.oxygentapharma.com

CIN: L24110TG1990PLC012038

OXYGENTA PHARMACEUTICAL LIMITED
(FORMERLY KNOWN AS S.S. ORGANICS LTD.)
CIN: L24110TG1990PLC012038

Registered Office: Survey No.252/1, Aroor village, Sadasivapet mandal, Medak District, Medak TG 502 291
Corporate Office: Plot no: 43, The Park View 1st Floor, Beside Sky View Suites (Saketa Nilayam), Behind Preston Prime Mall,
Lumbini Avenue, Gachibowli, Hyderabad – 500032, Telangana
Email: cs@oxygentapharma.com, Website: www.oxygentapharma.com

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Oxygenta Pharmaceutical Limited (“the Company”) will be held on Thursday, March 23, 2023 at 03.00 p.m. IST at Registered Office Situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291 to transact the following Special Businesses:

SPECIAL BUSINESS

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 22,00,00,000 (Rupees Twenty-Two crore) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs.10/- each to Rs. 35,00,00,000 (Rupees Thirty-Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

“V. The Authorized Capital of the Company is Rs. 35,00,00,000/- divided into 3,50,00,000 equity shares of Rs. 10/- each with power to increase and/or reduce the capital of the Company.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

2. ISSUE OF UPTO 73,95,000 (SEVENTY-THREE LAKHS AND NINETY-FIVE THOUSAND ONLY) EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROPOSED PROMOTERS (GROUP A) AND NON-PROMOTERS OF THE COMPANY AND MATTERS RELATED THEREWITH.

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

“**RESOLVED THAT** pursuant to (i) the applicable provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and

such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the “Act”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“BSE”) on which the equity shares of the Company are listed, (iv) recommendation/ approval of the Audit Committee and the Board of Directors of the Company; (v) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to **73,95,000 (Seventy-Three Lakhs and Ninety-Five Thousand Only)** fully paid-up equity shares of face value of Rs. 10/- (Rupees ten only) each, in one or more tranches, at a price of Rs 15/- (Rupees Fifteen only) per equity share (“Equity Shares”) aggregating to an amount not exceeding **Rs. 11,09,25,000 (Rupees Eleven Crore Nine Lakhs and Twenty-Five Thousand Only)** not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to the following select group of persons (“**the Proposed Promoters (Group A) And Non Promoters**”), in the manner stated herein below, for cash consideration on a preferential basis (“Preferential Issue”) as per the particulars set out below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, rules and regulations:

Sl. No	Name of the Investor	Category of the Investor	No of Shares	Subscription amount in Rupees
1	Sunil Vishram Chawda	Proposed Promoter - Group A (Individual)	31,80,000	4,77,00,000
2	Manoj Sunil Chawda	Proposed Promoter - Group A (Individual)	15,82,500	2,37,37,500
3	Aakanksha M Chawda	Proposed Promoter - Group A (Individual)	15,82,500	2,37,37,500
4	G. Krishna Reddy	Non-Promoter - Individual	1,50,000	22,50,000
5	Vangala Shyam Sunder Reddy	Non-Promoter - Individual	1,50,000	22,50,000
6	Srinivas Rao Garlapati	Non-Promoter - Individual	1,50,000	22,50,000
7	Paturi Sai Sampath	Non-Promoter - Individual	1,00,000	15,00,000
8	S Kondal Reddy	Non-Promoter - Individual	5,00,000	75,00,000
		Total	73,95,000	11,09,25,000

“**RESOLVED FURTHER THAT** the Equity Shares shall be fully paid-up and listed on the Stock Exchanges bearing ISIN - INE102E01018 and rank pari passu with the then existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a Preferential Allotment shall inter-alia be subject to the following:

- (a) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of passing of this special resolution in EGM; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- (b) The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of price of the Equity Shares shall be Tuesday, 21st February, 2023;
- (c) The Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- (d) No partly paid-up Equity Shares shall be issued/ allotted;
- (e) Allotment of Equity Shares shall only be made in dematerialised form;
- (f) The Equity Shares so offered, issued and allotted will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (g) The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove; and
- (h) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”

“RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, filing requisite documents with MCA and other regulatory authorities, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issue and allotment of the Shares, and (vii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

3. ISSUE OF UPTO 1,28,37,200 (ONE CRORE TWENTY-EIGHT LAKHS THIRTY-SEVEN THOUSAND AND TWO HUNDRED ONLY) SHARE WARRANTS ON PREFERENTIAL BASIS TO THE PROPOSED PROMOTERS (GROUP B) AND NON-PROMOTERS OF THE COMPANY AND MATTERS RELATED THEREWITH.

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

“RESOLVED THAT pursuant to (i) the applicable provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the “Act”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“BSE”) on which the equity shares of the Company are listed, (iv) recommendation/ approval of the Audit Committee and the Board of Directors of the Company; (v) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to **1,28,37,200 (One Crore Twenty-Eight Lakhs Thirty-Seven Thousand and Two Hundred Only)** Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 5/- each (hereinafter referred to as “Warrants”) aggregating to an amount not exceeding **Rs. 19,25,58,000 (Rupees Nineteen Crores Twenty-Five Lakhs and Fifty-Eight Thousand Only)** not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to the following select group of persons (the “Investors/ Proposed promoters – Group B”), in the manner stated herein below, for cash consideration on a preferential basis (“Preferential Issue”) as per the particulars set out below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, rules and regulations:

Sl. No	Name of the Investor	Category of the Investor	No of Warrants proposed to be issued	Subscription total amount in Rupees	Subscription Upfront amount in Rupees
1	K. Raghavender Rao	Proposed Promoter - Group B (Individual)	8,00,000	1,20,00,000	30,00,000
2	Sravani Reddy Gantla	Non-Promoter - Individual	44,87,000	6,73,05,000	1,68,26,250
3	K. Sandeep Kumar Reddy	Non-Promoter - Individual	27,56,500	4,13,47,500	1,03,36,875
4	Vustala Pushpalatha	Non-Promoter - Individual	30,00,000	4,50,00,000	1,12,50,000
5	Nikhil Reddy Pasya	Non-Promoter - Individual	2,93,700	44,05,500	11,01,375
6	Devarapally Venkateswara Reddy	Non-Promoter - Individual	10,00,000	1,50,00,000	37,50,000
7	Bandi Satyanarayana Reddy	Non-Promoter - Individual	5,00,000	75,00,000	18,75,000
		Total	1,28,37,200	19,25,58,000	4,81,39,500

“RESOLVED FURTHER THAT the Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others 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 apply for and be allotted one equity share against each Warrant.

- b. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- c. The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- d. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be as Rs. 15/- (Rupees Fifteen only) which is calculated upfront of the issue as per the Valuation from Independent Registered Valuer under the rules, regulations and laws, of the SEBI ICDR.
- f. The Warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holders.
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 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 converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- j. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”
- k. The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of price of the Equity Shares shall be Tuesday, 21st February, 2023;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and/or Warrants and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

4. ISSUE OF UPTO 5,50,000 (FIVE LAKH FIFTY THOUSAND) EQUITY SHARES ON PREFERENTIAL BASIS BY CONVERSION OF UNSECURED LOAN TO THE PERSONS OF PROMOTERS/ PROMOTER GROUP OF THE COMPANY AND MATTERS RELATED THEREWITH

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

“RESOLVED THAT pursuant to (i) the applicable provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the “Act”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“BSE”) on which the equity shares of the Company are listed, (iv) recommendation/ approval of the Audit Committee and the Board of Directors of the Company; (v) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to **5,50,000 (Five Lakh Fifty Thousand)** fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each in one or more tranches, at an Issue price of **Rs 15/- (Rupees Fifteen only)** per equity share (“Equity Shares”) to Existing Promoters and promoter group as mentioned below, on such terms and conditions as may be deemed appropriate by the Board by conversion of existing outstanding loan to the extent of **Rs. 82,50,000/- (Rupees Eighty Two Lakhs and Fifty Thousand Only)** which was extended by the Existing Promoters and promoter group to the Company for supporting the day to-day operations and to meet immediate working capital needs at the price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

Sl. No	Name of the Investor	Category of the Investor	No of Shares	Subscription amount in Rupees
1	Sumanth Simha Vankineni	Existing Promoter/ Promoter Group	2,75,000	41,25,000
2	Snigdha Vankineni	Existing Promoter/ Promoter Group	2,75,000	41,25,000
		Total	5,50,000	82,50,000

“RESOLVED FURTHER THAT the Equity Shares shall be fully paid-up and listed on the Stock Exchanges bearing ISIN - INE102E01018 and rank pari passu with the then existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a Preferential Allotment shall inter-alia be subject to the following:

- (a) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of passing of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- (b) The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the Equity Shares shall be Tuesday, 21st February, 2023;
- (c) The Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- (d) No partly paid-up Equity Shares shall be issued/ allotted;
- (e) Allotment of Equity Shares shall only be made in dematerialised form;
- (f) The Equity Shares so offered, issued and allotted will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (g) The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove; and
- (h) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”

“RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, filing requisite documents with MCA and other regulatory authorities, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issue and allotment of the Shares, and (vii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors

Sd/-
Sai Sudhakar Vankinenni
Managing Director
DIN: 00733001

Place: Hyderabad
Date: 27th February, 2023

NOTES

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at this Extra – Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company.
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. The route map showing directions to reach the venue of the meeting is annexed.
4. Members/proxies/authorized representatives are requested to bring their copies of Notice and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID No. and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Notice will not be provided at the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a Company's Corporate Office a certified copy of the Board resolution to the Company, authorizing inspection their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
8. Members may also note that the Notice of the Extra Ordinary General Meeting is available on the Company's website i.e. www.oxygentapharma.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at cs@oxygentapharma.com.
In compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by Ministry of Corporate Affairs (MCA), Government of India and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice will also be available on the Company's website at www.oxygentapharma.com, on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com. To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode respectively.
9. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice.
10. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. Venture Capital and Corporate Investment Private Limited, if the shares are held by them in physical form.

11. 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 depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agent, M/s. Venture Capital and Corporate Investment Private Limited.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Venture Capital and Corporate Investment Private Limited in this regard.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with Oxygenta Pharmaceutical Limited in case the shares are held by them in physical form.
14. 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, 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 Service Limited (CDSL) for facilitating voting through electronic means, as the authorized eVoting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
15. The facility for voting, through polling paper shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM. Poll is conducted under the supervision of the Scrutinizer appointed for e-voting and poll. Scrutinizer decision on validity of vote will be final.
16. The Chairman shall at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
17. The Company has appointed Mrs. N. Vanitha (ACS No.26859, CP No.10573), Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall submit her report of the votes cast in favour or against, if any, to the Chairman of the Company.
18. The cut-off date for the purpose of remote e-voting and voting at the EGM shall be Thursday, March 16, 2023. The voting right of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date.
19. The remote e-voting period begins on Monday, 20th day of March, 2023 at 09.00 A.M. and ends on Wednesday, 22nd day of March, 2023 at 05.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, March 16, 2023 may cast their vote electronically. The e-voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
20. The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

VOTING THROUGH ELECTRONIC MEANS

Dear member,

1. Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide Remote e-voting facility to members to cast their vote on all resolutions set forth in the notice of Extra-Ordinary General Meeting (EGM) to be held on Thursday, 23rd day of March, 2023 at 03.00 P.M. The Company has engaged the services of Central Depository Service Limited (CDSL) to provide the remote e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM is termed as 'remote e -voting'
2. The Board of Directors has appointed N Vanitha (Membership No. ACS 26859 and Certificate of Practice No.10573), Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
3. The e-voting facility is available at the link [https //www.evotingindia.com](https://www.evotingindia.com) and the E-voting Event Number (EVEN) and period of remote e-voting are set out below:

Commencement of Remote E-voting	End of Remote E-Voting
Monday, 20 th day of March, 2023 at 09.00A.M.	Wednesday, 22 nd day of March, 2023 at 05.00P.M.

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the notice of the EGM to be held on 23rd March, 2023.

1. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at CDSL Mail id helpdesk.evoting@cdslindia.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

STEPS FOR REMOTE E-VOTING:

- i. The voting period begins on Monday, 20th day of March, 2023 at 09.00A.M. and ends Wednesday, 22nd day of March, 2023 at 05.00P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th day of March, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the Image Verification as displayed and Click on Login.
 - v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

PAN*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant "Oxygenta Pharmaceutical Limited" on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. Members can also cast their vote using CDSL's mobile app "m-Voting" available for Android based mobiles. The m- Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian
- are required to log on to www.evotingindia.com and register themselves as Corporates. 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
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors

Sd/-
Sai Sudhakar Vankinenni
Managing Director
DIN: 00733001

Place: Hyderabad
Date: 27th February, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 (“ACT”)

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 to 4 of this notice.

Item No. 1:

The present Authorized Share Capital of the Company is Rs. 22,00,00,000 (Rupees Twenty-Two crore) comprising of 2,20,00,000 (Two crore Twenty Lakhs) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on Monday, 27th February, 2023 had accorded its approval for increasing the Authorized Share Capital from Rs. 22,00,00,000 (Rupees Twenty-Two crore) to Rs. 35,00,00,000 (Rupees Thirty-Five Crore) by creation of 13,00,00,000 (Thirteen Crore) additional equity shares of Rs.10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorized Share Capital of the Company from Rs. 22,00,00,000 (Rupees Twenty-Two crore) to Rs. 35,00,00,000 (Rupees Thirty-Five Crore) by creation of 13,00,00,000 (Thirteen Crore) additional equity shares of Rs.10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting

Copy of the proposed Memorandum and Articles of Association of the Company would be available for inspection by the members at the Registered/ corporate Office of the Company, during the business hours upto and including the date of extra-ordinary general meeting and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Accordingly, the Board, therefore, recommends the proposed resolution as set out at Item No.1 to the Notice, to the members of the company for their approval by way of passing special resolution.

Item No. 2:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated Monday, 27th February, 2023 and necessary information or details in respect of the proposed Preferential Allotment of Equity Shares in terms of Section 62 (1) (C) read with rules thereto and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) are as under:

In light of the above, based on the recommendation of the Audit Committee and Committee of Independent Directors vide their resolutions dated 27th February, 2023, the Board of Directors of the Company (“Board”) at its meeting held on dated 27th February, 2023 considered and approved the proposal to offer, issue and allot up to **73,95,000 (Seventy-Three Lakhs and Ninety-Five Thousand Only)** Equity Shares of Rs. 10/- each (“Equity Shares”) in one or more tranches, at a price of Rs 15/- (Rupees Fifteen) per Equity Share which includes a premium of Rs 5/- per Equity Share (“Issue Price”), for cash consideration, free from all the encumbrances to Proposed promoters – Group A and Non Promoters, by

way of preferential issue (“Preferential Issue”) under (i) the Companies Act, 2013 (“Act”) and the relevant rules made thereunder; (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) (iii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time. The aforementioned approval of the Board is subject to approval of the shareholders and BSE Limited (“BSE”).

The minimum price per Equity Share in accordance with Regulation 164 of the SEBI (ICDR) Regulations is calculated at Rs. 14.86 per equity share; and we have obtained a valuation report from Ms. Annamreddy Sravanthi, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/12377 (‘Registered Valuer / Independent Valuer’), certifying the fair value price of each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations as amended. Report of the Registered Valuer is available on our website for inspection. The link of such report is www.oxygentapharma.com.

The consent of the members is being sought by way of a special resolution to issue Equity Shares on preferential basis to the Proposed Allottees in accordance with the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Act, and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (collectively as “Rules”), SEBI ICDR Regulations, SEBI LODR Regulations and any other applicable laws, circulars, rules, regulations, guidelines, notifications and clarifications issued by Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, from time to time, including with respect to the pricing of the Equity Shares proposed to be issued by way of a Preferential Issue.

It is to be noted that the issue of Equity Shares on a preferential basis, subject to compliance of the requirements under the SEBI LODR Regulations is exempted from the definition of “related party transaction” under SEBI LODR Regulations. Therefore, the Preferential Issue is not a ‘related party transaction’ under the provisions of SEBI LODR Regulations and the approval of the shareholders as per the provisions of Regulation 23 of SEBI LODR Regulations is not required.

Necessary information/ details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Rules and Chapter V of the SEBI ICDR Regulations are as under:

1. Particulars of the issue of Equity Shares including the material terms of issue, date of passing of Board resolution, kind of securities offered, and the issue price:

The Board of Directors of the Company in their meeting held on Monday, 27th February, 2023 approved raising of funds aggregating up to **Rs. 11,09,25,000 (Rupees Eleven Crore Nine Lakhs and Twenty-Five Thousand Only)** by way of issuance of up to **73,95,000 (Seventy-Three Lakhs and Ninety-Five Thousand Only)** equity shares of Rs. 10/- each (“Equity Shares”) at a price of at an issue price of Rs 15/- (Rupees Fifteen only) each to the proposed investors who are proposed to become the promoter of the Company (referred to as “the Investors/ Proposed promoters – Group A of the Company”), by way of a preferential issue through private placement offer, that have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

Details of the issue :

Sl No	Name Of the Investors	Category Of Investor	Pan	No Of Shares	Subscription Amount In Rupees
1	Sunil Vishram Chawda	Proposed Promoter - Group A (Individual)	AAUPC0487H	31,80,000	4,77,00,000
2	Manoj Sunil Chawda	Proposed Promoter - Group A (Individual)	AHTPC8742K	15,82,500	2,37,37,500

3	Aakanksha M Chawda	Proposed Promoter - Group A (Individual)	ANBPR4557R	15,82,500	2,37,37,500
4	G. Krishna Reddy	Non Promoter - Individual	AHDPG8051D	1,50,000	22,50,000
5	Vangala Shyam Sunder Reddy	Non Promoter - Individual	ACBPV7176K	1,50,000	22,50,000
6	Srinivas Rao Garlapati	Non Promoter - Individual	AARPG8328E	1,50,000	22,50,000
7	Paturi Sai Sampath	Non Promoter - Individual	EETPP4922P	1,00,000	15,00,000
8	S Kondal Reddy	Non Promoter - Individual	AIXPR7477F	5,00,000	75,00,000
			Total	73,95,000	11,09,25,000

In accordance with Sections 23(1)(b), 39, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The allotment of Equity Shares to Proposed promoters – Group A and Non – Promoters is proposed to be made at an issue price of Rs. 15 each based on the pricing criteria mentioned in Chapter V of SEBI ICDR Regulations, Registered Valuer Report obtained in terms of SEBI ICDR Regulations.

2. Purpose/ Objects of the Issue:

The proceeds of the issue of aforesaid mentioned Equity Shares will be primarily used to meet any of the following purposes or any combination thereof as deemed fit by the management of the Company.

- a. To repayment of debt of the Company
- b. For working capital requirement purposes
- c. For general corporate purposes

3. Maximum Number of Shares offered, the manner of issue of Shares and the pricing of preferential issue under item no 2 :

The Company proposes to issue up to 73,95,000 (Seventy Three Lakhs Ninety Five Thousand) equity shares of Rs. 10/- each ("Equity Shares") at a price of at an issue price of Rs 15/- (Rupees Fifteen only) each to the proposed investors who are proposed to become the promoter of the Company (referred to as "the Investors/ Proposed promoters – Group A of the Company"), by way of Preferential Issue on a private placement basis. Please refer to Point no 4 below for the basis for determining the price for the preferential issue.

4. Basis on which the price has been arrived and justification for the price (including premium, if any):

The equity shares of the Company are listed BSE Limited ('BSE'). There is infrequent trading of shares of the Company on BSE. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid up capital during the 12 calendar months.

The Company has obtained a valuation certificate dated 27th February, 2023 from Ms. Annamreddy Sravanthi, IBBI Registered Valuer, Hyderabad and same has been updated on the Website of the company and Website link is <https://www.oxygentapharma.com>

The present issue price of Rs. 15/- (Rupees Fifteen Only) per equity share as per the valuation arrived as per the valuation certificate. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

5. Price/ price band at/ within which the Equity Shares are proposed to be issued:

The price per Equity Share, to be issued, is fixed at Rs. 15 which consists of Rs. 10/- (Rupee ten only) as face value and Rs. 5 as premium per Equity Share. Please see point no 4 above for the basis of determination of the issue price.

6. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price of Equity Shares to be issued is Tuesday, 21st day of February, 2023. The resolution proposed under this notice is deemed to be passed on Thursday, 23rd March, 2023 i.e. which is the date of EGM.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

The resolution pursuant to this notice is deemed to be passed on Thursday, 23rd March, 2023. The date is 30 (thirty) days prior to March 23, 2023 is February 21, 2023 i.e. Tuesday, will be reckoned to be the relevant date.

7. Shareholding Pattern of the Company before and after the issue:

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of equity shares issued on preferential basis under item no 3,4,5) is given below:

Category of shareholder	Pre-preferential issue Shareholding		Preferential Issue	Warrants Issue	Conversion of loan into equity	Post-Issue	
	No. of shares held	% of Shares				No. of shares	No. of shares
(A) Promoters / Promoter Group’s shareholding							
(1) Indian Promoters	1277100	8.99	6345000	800000	550000	8972100	25.65
(a) Bodies Corporate	0	0	0	0	0	0	0
Subtotal (A) (1)	1277100	8.99	6345000	800000	550000	8972100	25.65
(2) Foreign Promoters	0	0	0	0	0	0	0
(a) Bodies Corporate	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0
Total Promoter/ Promoter Group Shareholding (A)=(A)(1)+(A)(2)*	1277100	8.99	6345000	800000	550000	8972100	25.65
(B) Public Shareholding							
(1) Institutions							
(a) Mutual Funds	9700	0.07	0	0	0	9700	0.03

(b) Alternative Investment Fund	0	0	0	0	0	0	0
(c) Financial Institutions/Banks	0	0	0	0	0	0	0
(d) Foreign Portfolio Investors	0	0	0	0	0	0	0
(e) Qualified Institutional Buyer	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0
Sub Total (B) (1)	9700	0.07	0	0	0	9700	0.03
(2) Non Institutions							
(a) Clearing Members	4601	0.03	0	0	0	4601	0.02
(b) Bodies Corporate	3643900	25.66	0	0	0	3643900	10.42
(c) NBFC	0	0	0	0	0	0	0
(d) Non Resident Indians	1590400	11.20	0	0	0	1590400	4.55
(e) Trusts	0	0.00	0	0	0	0	0
(f) IEPF	0	0.00	0	0	0	0	0
(g) Foreign Nationals	0	0.00	0	0	0	0	0
(h) Individuals Shareholders					0	0	0
- Holding nominal share capital up to Rs. 2 Lakh	2665122	18.77	0	0	0	2665122	7.62
- Holding nominal share capital in excess of Rs. 2 Lakh	5010477	35.28	1050000	12037200	0	18097677	51.73
Sub Total (B) (2)	12914500	90.94	1050000	12037200	0	26001700	74.33
Total Public Shareholding (B)= (B)(1)+(B)(2)	12924200	91.01	1050000	12037200	0	26011400	74.35
(C) Custodians for GDRs and ADRs	0	0.00	0	0	0	0	0
TOTAL (A)+(B)+(C)	14201300	100.00	7395000	12837200	550000	34983500	100.00

* BSE Limited ("the Stock Exchange") has approved the Re-classification of Promoters vide its approval letter dated 22nd February, 2023 for 4,74,600 equity shares of the Outgoing promoter, accordingly the outgoing promoters share are considered under Public Category in the above Shareholding pattern.

Notes:

- 1) The pre-issue shareholding pattern is as on February 24th, 2023.
- 2) The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of :
 - i. **73,95,000** (Seventy-Three Lakhs Ninety-Five Thousand) equity shares through preferential issue to the Proposed Promoters – referred as Group A and certain identified non-promoter persons as mentioned under Item no 2.
 - ii. **1,28,37,200** (One crore Twenty-Eight Lakhs Thirty-Seven Thousand and Two Hundred) warrants issued to the Proposed Promoters – referred as Group B and certain identified non-promoter persons as mentioned under Item no 3 pursuant to this notice are fully converted into equity shares, failing which the percentage will change accordingly.
 - iii. **5,50,000** (Five Lakh Fifty Thousand) equity shares to the Existing Promoters post conversion of outstanding loan amount as mentioned under Item no 4.
- 3) Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date on which the pre-issue shareholding pattern was prepared except as mentioned under point no 2 above.

8. Amount which the Company intends to raise by way of such securities/ size of the issue:

Issuance of up to **73,95,000 (Seventy-Three Lakhs and Ninety-Five Thousand Only)** fully paid-up equity shares of face value of Rs. 10/- (Rupees ten only) each, in one or more tranches, at a price of Rs 15/- (Rupees Fifteen only) per equity share ("Equity Shares") aggregating to an amount not exceeding **Rs. 11,09,25,000 (Rupees Eleven Crore Nine Lakhs and Twenty-Five Thousand Only)** in aggregate.

9. Proposal/ Intention of the Promoters, Directors or Key Managerial Personnel to subscribe the offer; contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:

The Proposed Allottees i.e., Proposed Promoters – referred as Group A are proposed to become Promoters of the Company and Mr. S Kondal Reddy, Independent Director (DIN: 02530466) and Mr. G. Krishna Reddy, Executive Director (DIN: 06484768) of the company are interested in the said resolutions.

By virtue of this proposed issue by the Proposed Promoters – referred as Group A, there may be a requirement of compliance of Regulation 3 & 4 of the SEBI SAST Regulation and Group A needs to give an open offer as per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this allotment will result into an open offer.

None of the Directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above except Mr. S Kondal Reddy, Independent Director (DIN: 02530466) and Mr. G. Krishna Reddy, Executive Director (DIN: 06484768).

10. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for issue of Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

11. Principal terms of assets charged as securities: Not applicable.

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

There shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoters – referred as Group A and certain identified non-promoter persons.

13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the previous financial year i.e., 2021-22, no preferential allotment of securities was made by the Company.

The Company has not made any preferential allotment during the current financial year 2022- 2023.

14. **Valuation for consideration other than cash:** Not Applicable
15. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**
Not applicable.
16. **Lock-in Period:**
- (a) The entire pre-preferential shareholding of the proposed Allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchanges, as per the SEBI ICDR Regulations.
 - (b) The proposed allotment of Equity Shares shall be subject to lock-in for a period of 18 months from the date of grant of the trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.
17. **Listing:**
The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Equity Shares.
18. **Practicing Company Secretary's Certificate:**
The certificate from Ms. Vanitha Nagulavari, Practicing Company Secretary, M. No.: A26859, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company which can be accessed at the link: www.oxygentapharma.com.
19. **Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with name and address of the valuer.**
- The equity shares of the Company are listed BSE Limited ('BSE'). There is infrequent trading of shares of the Company on BSE. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid-up capital during the 12 calendar months.
- The Company has obtained a valuation certificate dated 27th February, 2023 from Ms. Annamreddy Sravanthi, IBBI Registered Valuer, Hyderabad and same has been updated on the Website of the company and Website link is www.oxygentapharma.com.
- The present issue price of Rs. 15/- (Rupees Fifteen Only) per equity share as per the valuation arrived as per the valuation certificate. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.
- Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 14.86/- per equity shares of Rs. 10/- each. Same certificate is available at the website of the company at www.oxygentapharma.com.

20. Voting pattern of the Committee of Independent Directors meeting:

S.No.	Name of the Director	Designation	Chairman/Member	Vote
1	Mr. Gangi Reddy Narravula	Independent Director	Member	For
2	Mr. Vidyasagar Devabhaktuni	Independent Director	Chairman	For
3	Ms. Padmaja Surapureddy	Independent Director	Member	For
4	Mr. S. Kondal Reddy (#)	Independent Director	Member	Abstain

The company has 4 independent directors and all the independent directors have attended the meeting scheduled on 27th February, 2023.

(#) Mr. S. Kondal Reddy (#) is also one of the Allottees in the category of Non promoters and hence abstained from voting.

21. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:

Name and Category (public / promoter) of the Proposed Allottees. Current Status of the Allottee	Details of the Proposed Allottees (name, address, country of incorporation /residency)	Class or classes of Proposed Allottees	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees	PAN	Pre-issue equity holding (%)	No of Equity shares to be allotted	Post Issue Equity holding	Post issue Percentage of shares held (%)
Sunil Vishram Chawda – Proposed Promoter Current Status of the Allottee : Do not hold any shares and is non promoter	Name: Sunil Vishram Chawda Address: Plot No: 850, Vishram Gomati Villa, Behind Peddamma Temple, Road No. 44, Jubilee Hills, Hyderabad, Telangana - 500 033 Country of Residence: India	Proposed Promoter - Group A (Individual)	NA	AAUPC0487H	0 (0%)	3180000	3180000	9.10
Manoj Sunil Chawda - Proposed Promoter Current Status of the Allottee : Do not hold any shares and is non promoter	Name: Manoj Sunil Chawda Address: Plot No: 850, Vishram Gomati Villa, Behind Peddamma Temple, Road No. 44, Jubilee Hills, Hyderabad,	Proposed Promoter - Group A (Individual)	NA	AHTPC8742K	0 (0%)	1582500	1582500	4.53

	Telangana - 500 033 Country of Residence: India							
Aakanksha M Chawda - Proposed Promoter Current Status of the Allottee : Do not hold any shares and is non promoter	Name: Aakanksha M Chawda Address: Plot No: 850, Vishram Gomati Villa, Behind Peddamma Temple, Road No. 44, Jubilee Hills, Hyderabad, Telangana - 500 033 Country of Residence: India	Proposed Promoter - Group A (Individual)	NA	ANBPR4557R	0 (0%)	1582500	1582500	4.53
G Krishna Reddy - Non Promoter Current Status of the Allottee : Do not hold any shares and is non promoter and also an Executive Director.	Name: G Krishna Reddy Address: 1-7-20/1, J S N COLONY, ST NO. 8, Habsiguda, Hyderabad, Telangana - 500 007 Country of Residence: India	Non Promoter - Individual	NA	AHDPG8051 D	0 (0%)	150000	150000	0.43
Vangala Shyam Sunder Reddy - Non Promoter Current Status of the Allottee : Do not hold any shares and is non promoter	Name: Vangala Shyam Sunder Reddy Address: S/O: Vangala Jogi Reddy Free Zone 14, Villa Greens, Rajendra Nagar Mandal, Gandipet, K.v. Rangareddy, Gandipet, Telangana - 500075 Country of Residence: India	Non Promoter - Individual	NA	ACBPV7176K	0 (0%)	150000	150000	0.43
Srinivas Rao Garlapati - Non Promoter Current Status of the Allottee : Do not hold any shares and is non promoter	Name: Srinivas Rao Garlapati Address: S/O: Garlapati Srihari Rao Snehapuri Colony, Lorven Residency, Flat No. 401, Nacharam, Plot No. 95, Road No. 6, Uppal, Le Nachara, K.V.	Non Promoter - Individual	NA	AARPG8328E	0 (0%)	150000	150000	0.43

	Rangareddy, Telangana - 500076 Country of Residence: India								
Paturi Sai Sampath – Non Promoter Current Status of the Allotee : Do not hold any shares and is non promoter	Name: Paturi Sai Sampath Address: S/O: P Srinivasa Rao 8-2-465, Flat No. 108, Road No. 4, Studio Sikhamore Apartments, Banjara Hills, Khairatabad, Hyderabad - 500034 Country of Residence: India	Non Promoter - Individual	NA	EETPP4922P	0 (0%)	100000	100000	0.29	
S Kondal Reddy – Non Promoter Current Status of the Allotee : Do not hold any shares and is non promoter and is also an Independent Director	Name: S Kondal Reddy Address: C/O: Chandra Reddy Sanagari 1-18/2, Panchalingal, Marpally, Panchalingal, K. V Rangareddy, Telangana - 501 202 Country of Residence: India	Non Promoter - Individual	NA	AIXPR7477F	0 (0%)	500000	500000	1.43	
			Total			73,95,000	11,09,25,000	21.17	

22. Other Disclosures:

- (a) The Proposed Promoters – referred as Group A and certain identified non-promoter persons have confirmed that they do not hold any pre- preferential shares and hence selling of any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date does not arise. Further, the promoter(s) or the promoter group has not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date.
- (b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (c) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower 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. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- (d) Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. 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 securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

- (f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.
- (g) The Proposed Promoters – referred as Group A are proposed to be promoter of the Company and will continue to be the promoter of the Company post the Preferential Issues of Equity Shares.
- (h) The proposed preferential issue is not being made to anybody corporate incorporated in, or a national of, a country which shares a land border with India.

Issue of the said Equity Shares would be well within the expanded Authorized Share Capital of the Company subject to the approval of Shareholders in Item No. 01. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 02 in the accompanying notice for approval by the Members.

No preferential allotment is being made to any director of the Company or their relatives or key managerial personnel of the Company except to Mr. S Kondal Reddy, Independent Director (DIN: 02530466) and Mr. G. Krishna Reddy, Executive Director (DIN: 06484768). None of the Directors, Key Managerial Persons of the Company or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution except Mr. S Kondal Reddy, Independent Director (DIN: 02530466) and Mr. G. Krishna Reddy, Executive Director (DIN: 06484768).

Item No. 3:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated 27th February, 2023, Monday and necessary information or details in respect of the proposed Preferential Allotment of Equity Shares in terms of Section 62 (1) (C) read with rules thereto and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) are as under:

In light of the above, based on the recommendation of the Audit Committee and Committee of Independent Directors vide their resolutions dated 27th February, 2023, the Board of Directors of the Company (“Board”) at its meeting held on 27th February, 2023 considered and approved the proposal to offer, issue and allot up to **1,28,37,200 (One Crore Twenty-Eight Lakhs Thirty-Seven Thousand and Two Hundred Only)** (hereinafter referred to as “Warrants”) Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 5/- each (“Issue Price”), aggregating to an amount not exceeding **Rs. 19,25,58,000 (Rupees Nineteen Crores Twenty-Five Lakhs and Fifty-Eight Thousand Only)** for cash consideration, free from all the encumbrances to Proposed promoters – Group B and Non Promoters, by way of preferential issue (“Preferential Issue”) under (i) the Companies Act, 2013 (“Act”) and the relevant rules made thereunder; (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) (iii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time. The aforementioned approval of the Board is subject to approval of the shareholders and BSE Limited (“BSE”).

The minimum price per Equity Share in accordance with Regulation 164 of the SEBI (ICDR) Regulations is calculated at Rs. 14.86 per equity share; and we have obtained a valuation report from Ms. Annamreddy Sravanthi, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/12377 (‘Registered Valuer / Independent Valuer’), certifying the fair value price of each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations as amended. Report of the Registered Valuer is available on our website for inspection. The link of such report is www.oxygentapharma.com.

The consent of the members is being sought by way of a special resolution to the allotment of equity shares including equity shares to be issued and allotted upon exercise of right attached to the Warrants issue on preferential basis to the Proposed Allottees in accordance with the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Act, and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (collectively as “Rules”), SEBI ICDR Regulations, SEBI LODR Regulations and any other applicable laws, circulars, rules, regulations, guidelines, notifications and clarifications issued by Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, from time to time, including with respect to the pricing of the Equity Shares proposed to be issued by way of a Preferential Issue.

It is to be noted that the allotment of equity shares including equity shares to be issued and allotted upon exercise of right attached to the Warrants on a preferential basis, subject to compliance of the requirements under the SEBI LODR Regulations is exempted from the definition of “related party transaction” under SEBI LODR Regulations. Therefore, the Preferential Issue is not a ‘related party transaction’ under the provisions of SEBI LODR Regulations and the approval of the shareholders as per the provisions of Regulation 23 of SEBI LODR Regulations is not required.

Necessary information/ details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Rules and Chapter V of the SEBI ICDR Regulations are as under:

1. Particulars of the issue of Equity Shares including the material terms of issue, date of passing of Board resolution, kind of securities offered, and the issue price:

The Board of Directors of the Company in their meeting held on Monday, 27th February, 2023, approved raising of funds aggregating up to **1,28,37,200 (One Crore Twenty-Eight Lakhs Thirty-Seven Thousand and Two Hundred Only)** Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 5/- each (hereinafter referred to as “Warrants”) aggregating to an amount not exceeding **Rs. 19,25,58,000 (Rupees Nineteen Crores Twenty-Five Lakhs and Fifty-Eight Thousand Only)** to the Proposed promoters – Group B of the Company and Non – Promoters, by way of a preferential issue through private placement offer, that have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

Details of the Issue :

Sl No	Name Of the Investors	Category Of Investor	Pan	No Of Shares	Subscription Total Amount In Rupees	Subscription Upfront amount in Rupees
1	K. Raghavender Rao	Proposed Promoter - Group B (Individual)	BEGPK7825C	8,00,000	1,20,00,000	30,00,000
2	Sravani Reddy Gantla	Non Promoter - Individual	AOJPK3869G	44,87,000	6,73,05,000	1,68,26,250
3	K. Sandeep Kumar Reddy	Non Promoter - Individual	AOJPK3868H	27,56,500	4,13,47,500	1,03,36,875
4	Pushpalatha Vustala	Non Promoter - Individual	AKMPV3345F	30,00,000	4,50,00,000	1,12,50,000
5	Nikhil Reddy Pasya	Non Promoter - Individual	DEAPP0174K	2,93,700	44,05,500	11,01,375
6	Devarapally Venkateswara Reddy	Non Promoter - Individual	AELPD7332P	10,00,000	1,50,00,000	37,50,000
7	Bandi Satyanarayana Reddy	Non Promoter - Individual	APGPB4094J	5,00,000	75,00,000	18,75,000
			Total	1,28,37,200	19,28,58,000	4,81,39,500

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of

the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The allotment of upto **1,28,37,200 (One Crore Twenty-Eight Lakhs Thirty-Seven Thousand and Two Hundred Only)** Warrants convertible into equivalent number of equity shares; for cash at a price of ` 15.00 (including a premium of Rs. 5.00 per equity share of Rs. 10 each ("Issue Price").

2. Purpose/ Objects of the Issue:

The proceeds of the issue will be primarily used to meet any of the following purposes or any combination thereof as deemed fit by the management of the Company.

- a. To repayment of debt of the Company
- b. For working capital requirement purposes
- c. For general corporate purposes

3. Maximum Number of Shares offered, the manner of issue of Shares and the pricing of preferential issue under item no 3:

The Company proposes to issue **1,28,37,200 (One Crore Twenty-Eight Lakhs Thirty-Seven Thousand and Two Hundred Only)** Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 5/- each (hereinafter referred to as "Warrants") aggregating to an amount not exceeding **Rs. 19,25,58,000 (Rupees Nineteen Crores Twenty-Five Lakhs and Fifty-Eight Thousand Only)** by way of Preferential Issue on a private placement basis. Please refer to Para 4 below for the basis for determining the price for the preferential issue.

4. Basis on which the price has been arrived and justification for the price (including premium, if any):

The equity shares of the Company are listed BSE Limited ('BSE'). There is infrequent trading of shares of the Company on BSE. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid up capital during the 12 calendar months.

The Company has obtained a valuation certificate dated 27th February, 2023 from Ms. Annamreddy Sravanthi, IBBI Registered Valuer, Hyderabad and same has been updated on the Website of the company and Website link is www.oxygentapharma.com

The present issue price of Rs. 15/- (Rupees Fifteen Only) per equity share as per the valuation arrived as per the valuation certificate. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

5. Price/ price band at/ within which the Equity Shares are proposed to be issued:

The price per Equity Share, to be issued, is fixed at Rs. 15 which consists of Rs. 10/- (Rupees ten only) as face value and Rs. 5 as premium per Equity Share. Please see point no 4 above for the basis of determination of the issue price.

6. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price of Equity Shares to be issued is Tuesday, 21st day of February, 2023. The resolution proposed under this notice is deemed to be passed on 23rd March, 2023 i.e. which is the date of EGM.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

The resolution pursuant to this notice is deemed to be passed on March 23rd 2023 i.e. Thursday. The date 30 (thirty) days prior to March 23rd 2023 i.e. Thursday is February 21, 2023 i.e. Tuesday, will be reckoned to be the relevant date.

7. Shareholding Pattern of the Company before and after the issue:

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of equity shares issued on preferential basis under item no 3,4,5) is given below:

Category of shareholder	Pre-preferential issue Shareholding		Preferential Issue	Warrants Issue	Conversion of loan into equity	Post-Issue	
	No. of shares held	% of Shares	No. of shares	No. of shares (assuming full conversion)	No. of shares	No. of shares held	% of Shares
(A) Promoters / Promoter Group's shareholding							
(1) Indian Promoters	1277100	8.99	6345000	800000	550000	8972100	25.65
(a) Bodies Corporate	0	0	0	0	0	0	0
Subtotal (A) (1)	1277100	8.99	6345000	800000	550000	8972100	25.65
(2) Foreign Promoters	0	0	0	0	0	0	0
(a) Bodies Corporate	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0
Total Promoter/ Promoter Group Shareholding (A)=(A)(1)+(A)(2)*	1277100	8.99	6345000	800000	550000	8972100	25.65
(B) Public Shareholding							
(1) Institutions							
(a) Mutual Funds	9700	0.07	0	0	0	9700	0.03
(b) Alternative Investment Fund	0	0	0	0	0	0	0
(c) Financial Institutions/Banks	0	0	0	0	0	0	0
(d) Foreign Portfolio Investors	0	0	0	0	0	0	0
(e) Qualified Institutional Buyer	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0
Sub Total (B) (1)	9700	0.07	0	0	0	9700	0.03
(2) Non Institutions							
(a) Clearing Members	4601	0.03	0	0	0	4601	0.02
(b) Bodies Corporate	3643900	25.66	0	0	0	3643900	10.42

(c) NBFC	0	0	0	0	0	0	0
(d) Non Resident Indians	1590400	11.20	0	0	0	1590400	4.55
(e) Trusts	0	0.00	0	0	0	0	0
(f) IEPF	0	0.00	0	0	0	0	0
(g) Foreign Nationals	0	0.00	0	0	0	0	0
(h) Individuals Shareholders					0	0	0
- Holding nominal share capital up to Rs. 2 Lakh	2665122	18.77	0	0	0	2665122	7.62
- Holding nominal share capital in excess of Rs. 2 Lakh	5010477	35.28	1050000	12037200	0	18097677	51.73
Sub Total (B) (2)	12914500	90.94	1050000	12037200	0	26001700	74.33
Total Public Shareholding (B)= (B)(1)+(B)(2)	12924200	91.01	1050000	12037200	0	26011400	74.35
(C) Custodians for GDRs and ADRs	0	0.00	0	0	0	0	0
TOTAL (A)+(B)+(C)	14201300	100.00	7395000	12837200	550000	34983500	100.00

* BSE Limited ("the Stock Exchange") has approved the Re-classification of Promoters vide its approval letter dated 22nd February, 2023 for 4,74,600 equity shares of the Outgoing promoter, accordingly the outgoing promoters share are considered under Public Category in the above Shareholding pattern.

Notes:

- 1) The pre-issue shareholding pattern is as on February 24th, 2023.
- 2) The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of:
 - i. 73,95,000 (Seventy-Three Lakhs Ninety-Five Thousand) equity shares through preferential issue to the Proposed Promoters – referred as Group A and certain identified non-promoter persons as mentioned under Item no 2.
 - ii. 1,28,37,200 (One crore Twenty Eight Lakhs Thirty Seven Thousand and Two Hundred) warrants issued to the Proposed Promoters – referred as Group B and certain identified non-promoter persons as mentioned under Item no 3 pursuant to this notice are fully converted into equity shares, failing which the percentage will change accordingly.
 - iii. 5,50,000 (Five Lakh Fifty Thousand) equity shares to the Existing Promoters post conversion of outstanding loan amount as mentioned under Item no 4.
- 3) Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date on which the pre-issue shareholding pattern was prepared except as mentioned under point no 2 above.

8. Amount which the Company intends to raise by way of such securities/ size of the issue:

Issuance of up to **1,28,37,200 (One Crore Twenty-Eight Lakhs Thirty-Seven Thousand and Two Hundred Only)** Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 5/- each (hereinafter referred to as "Warrants") aggregating to an amount not exceeding **Rs. 19,25,58,000 (Rupees Nineteen Crores Twenty-Five Lakhs and Fifty-Eight Thousand Only)** in aggregate.

9. Proposal/ Intention of the Promoters, Directors or Key Managerial Personnel to subscribe the offer; contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:

The Proposed Allottees, Mr. K Raghavender Rao, Executive Director(DIN: 08766586) of the Company i.e Proposed Promoter – referred as Group B is proposing to become Promoters of the Company and is interested in the resolution.

By virtue of this proposed issue by the Proposed Promoter – referred as Group B, there may be a requirement of compliance of Regulation 3 & 4 of the SEBI SAST Regulation and Group B needs to give an open offer as per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this allotment will result into an open offer.

None of the Directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above except Mr. K Raghavender Rao, Executive Director(DIN: 08766586).

10. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for issue of Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

11. Principal terms of assets charged as securities: Not Applicable .

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

There shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Warrants to Proposed Promoter – referred as Group B and certain identified non-promoter persons.

13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the previous financial year i.e. 2021-22, no preferential allotment of securities was made by the Company.

The Company has not made any preferential allotment during the current financial year 2022- 2023.

14. Valuation for consideration other than cash: Not Applicable

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

16. Lock-in Period:

- (a) The entire pre-preferential shareholding of the proposed Allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchanges, as per the SEBI ICDR Regulations.
- (b) The proposed allotment of The Warrants and Shares to be issued upon conversion shall be subject to lock-in for a period of 18 months from the date of grant of the trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

17. Listing:

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Equity Shares.

18. Practicing Company Secretary's Certificate:

The certificate from Ms. Vanitha Nagulavari, Practicing Company Secretary, M. No.: A26859, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company which can be accessed at the link: www.oxygentapharma.com

19. Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with name and address of the valuer .

The equity shares of the Company are listed BSE Limited ('BSE'). There is infrequent trading of shares of the Company on BSE. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid up capital during the 12 calendar months.

The Company has obtained a valuation certificate dated 27th February, 2023 from Ms. Annamreddy Sravanthi, IBBI Registered Valuer, Hyderabad and same has been updated on the Website of the company and Website link is www.oxygentapharma.com

The present issue price of Rs. 15/- (Rupees Fifteen Only) per equity share as per the valuation arrived as per the valuation certificate. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 14.86 /- per equity shares of Rs. 10/- each. Same certificate is available at the website of the company at www.oxygentapharma.com.

20. Material terms of Warrants

- (i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) 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 so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs. 10 each to the Warrant holders.
- (ii) An amount equivalent to 25% of the 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 right attached to Warrant(s). The amount paid against Warrants shall be adjusted/appropriated against the Issue Price for the resultant equity share(s).
- (iii) In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company, except to the extent stated in clause (viii) below.

- (v) As may be required/deemed appropriate, the Company shall apply for the listing and trading approvals for the Warrants and / or Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- (vi) 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, and voting rights with the then existing Equity Shares of the Company.
- (vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.
- (viii) The Warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holders.

21. Voting pattern of the Committee of Independent Directors meeting:

S.No.	Name of the Director	Designation	Chairman/Member	Vote
1	Mr. Gangi Reddy Narravula	Independent Director	Member	For
2	Mr. Vidyasagar Devabhaktuni	Independent Director	Member	For
3	Ms. Padmaja Surapureddy	Independent Director	Member	For
4	Mr. S. Kondal Reddy	Independent Director	Chairman	For

The company has 4 independent directors and all the independent directors have attended the meeting scheduled on 27th February, 2023.

22. Other Disclosures:

- (a) The Proposed Promoters – referred as Group B and certain identified non-promoter persons have confirmed that they do not hold any pre- preferential shares and hence selling of any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date does not arise. Further, the promoter(s) or the promoter group has not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date.
- (b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (c) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower 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. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- (d) Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. 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 securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.
- (f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the

depositories.

(g) The Proposed Promoters – referred as Group B are proposed to be promoter of the Company and will continue to be the promoter of the Company post the Preferential Issues of Equity Shares.

(h) The proposed preferential issue is not being made to anybody corporate incorporated in, or a national of, a country which shares a land border with India.

23. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:

Name and Category (public / promoter) of the Proposed Allottees	Details of the Proposed Allottees (name, address, country of incorporation /residency)	Class or classes of Proposed Allottees	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees	PAN	Pre-issue equity holding (%)	No of equity shares proposed to be issued	Post Issue Equity holding	Post issue Percentage of shares held (%)
K. Raghavender Rao Current Status of the Allottee : Do not hold any shares and is non promoter and also an Executive Director of the Company	Name: K. Raghavender Rao Address: H No. 2-50, Hanmapalli, Dhanwada Mandal, Kondapur, kondapuram, Mahabub Nagar, Telangana - 509371 Country of Residence: India	Proposed Promoter - Group B (Individual)	NA	BEGPK7825C	0 (0%)	800000	800000	2.29
Sravani Reddy Gantla Current Status of the Allottee : Do not hold any shares and is non promoter	Name: Sravani Reddy Gantla Address: W/o: Gantla Deepak Reddy, Flat No. 203, 3-4-876, Damayanti Enclave, Bus Depot Road, Barkatpura, Amberpet, Zindatelismath, Amberpet, Hyderabad, Telangana - 500013 Country of Residence: India	Non Promoter - Individual	NA	AOJPK3869G	0 (0%)	4487000	4487000	12.84
Sandeep Kumar Reddy Kommidi	Name: Kommidi Sandeep Kumar Reddy	Non Promoter - Individual	NA	AOJPK3868H	0 (0%)	2756500	2756500	7.89

<p>Current Status of the Allottee : Do not hold any shares and is non promoter</p>	<p>Address: S/o. Kommidi Linga Reddy, 5-66/2 Plot no-11, V V Nagar Colony, Street No. 8, Habsiguda, Secunderabad, Hyderabad, Telangana - 500007 Country of Residence: India</p>							
<p>Pushpalatha Vustala</p> <p>Current Status of the Allottee : Do not hold any shares and is non promoter</p>	<p>Name: Vustala Pushpa Latha Address: C/O: Vustala Lachi Reddy, Flal no- M 501, Surva Solendor Towers. Street no 1, Opposite Kakatiya Nagar Club. Habsiguda. Secunderabad, Hyderabad, Telangana - 500007 Country of Residence: India</p>	Non Promoter - Individual	NA	AKMPV3345F	0 (0%)	3000000	3000000	8.59
<p>Nikhil Reddy Pasya</p> <p>Current Status of the Allottee : Do not hold any shares and is non promoter</p>	<p>Name: Pasya Nikhil Reddy Address: S/O: Pasya Venkat Reddy, 3-68, Govindapuram Road, Huzurnagar Mandalam, Huzurnagar, Nalgonda, Telangana - 508204 Country of Residence: India</p>	Non Promoter - Individual	NA	DEAPP0174K	0 (0%)	293700	293700	0.84
<p>Devarapally Venkateswara Reddy</p> <p>Current Status of the Allottee : Do not hold any shares and is non promoter</p>	<p>Name: Devarapally Venkateswara Reddy Address: S/O: Devarapally Venkata Subba Reddy, Plot No. G57, Flat No. 301 Swarna Heavens, Road No. 9, Panchavathi Colony, Manikonda, Near Mana Studio,</p>	Non Promoter - Individual	NA	AELPD7332P	0 (0%)	1000000	1000000	2.86

	Puppalaguda, K.V. Rangareddy, Telangana - 500089 Country of Residence: India							
Bandi Satyanarayana Reddy Current Status of the Allotee : Do not hold any shares and is non promoter	Name: Bandi Satyanarayana Reddy Address: C/o: Lingareddy, Flat No. 401, Plot 54 55, Simhapuri Colony, Opp Sri Chaitanya Academy, Bowrampet, Medchal, Malkajgiri, Telangana - 500043 Country of Residence: India	Non Promoter - Individual	NA	APGPB4094J	0 (0%)	500000	500000	1.43
			Total			1,28,37,200	1,28,37,200	36.74

Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within the expanded Authorized Share Capital of the Company. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 3 in the accompanying notice for approval by the Members.

No preferential allotment is being made to any director of the Company or their relatives or key managerial personnel of the Company except for Mr. K Raghavender Rao, Executive Director (DIN: 08766586). None of the Directors, Key Managerial Persons of the Company or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution except for Mr. K Raghavender Rao, Executive Director(DIN: 08766586).

Item No. 4

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice and necessary information or details in respect of the proposed Preferential Allotment of Equity Shares in terms of Section 62 (1) (C) read with rules thereto and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") are as under:

The Company has outstanding loans which were taken as per the directions of Board for Industrial and Financial Reconstruction order and which is still remaining as Loan amount to Mr. Sumanth Simha Vankineni and Ms. Snigdha Vankineni (Existing Promoters and promoter group) forming part of the promoters and promoter group of the Company. It is proposed to convert a part of the outstanding loan by way of issue of **5,50,000 (Five Lakh Fifty Thousand) Equity shares** of Rs.10/- each to Existing Promoters and promoter group by way of preferential allotment at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations on a preferential basis to the Proposed Allottees entitling him to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members

In light of the above, based on the recommendation of the Audit Committee and Committee of Independent Directors vide their resolutions dated 27th February, 2023, the Board of Directors of the Company (“Board”) at its meeting held on 27th February, 2023 considered and approved the proposal to offer, issue and allot upto **5,50,000 (Five Lakh Fifty Thousand)** fully paid up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each in one or more tranches, at an Issue price of Rs 15/- (Rupees Fifteen only) per equity share (“Equity Shares”) to Existing Promoters and promoter group as mentioned below, on such terms and conditions as may be deemed appropriate by the Board by conversion of existing outstanding loan to the extent of **Rs. 82,50,000 (Rupees Eighty Two Lakhs and Fifty Thousand Only)** which was extended by the Existing Promoters and promoter group to the Company for supporting the day to-day operations and to meet immediate working capital needs, by way of preferential issue (“Preferential Issue”) under (i) the Companies Act, 2013 (“Act”) and the relevant rules made thereunder; (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) (iii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time. The aforementioned approval of the Board is subject to approval of the shareholders and BSE Limited (“BSE”).

The minimum price per Equity Share in accordance with Regulation 164 of the SEBI (ICDR) Regulations is calculated at Rs. 14.86 per equity share; and we have obtained a valuation report from Ms. Annamreddy Sravanthi, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/12377 (‘Registered Valuer / Independent Valuer’), certifying the fair value price of each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations as amended. Report of the Registered Valuer is available on our website for inspection. The link of such report is www.oxygentapharma.com.

The consent of the members is being sought by way of a special resolution to issue Equity Shares on preferential basis to the Existing Promoters and promoter group in accordance with the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Act, and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (collectively as “Rules”), SEBI ICDR Regulations, SEBI LODR Regulations and any other applicable laws, circulars, rules, regulations, guidelines, notifications and clarifications issued by Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, from time to time, including with respect to the pricing of the Equity Shares proposed to be issued by way of a Preferential Issue.

It is to be noted that the issue of Equity Shares on a preferential basis, subject to compliance of the requirements under the SEBI LODR Regulations is exempted from the definition of “related party transaction” under SEBI LODR Regulations. Therefore, the Preferential Issue is not a ‘related party transaction’ under the provisions of SEBI LODR Regulations and the approval of the shareholders as per the provisions of Regulation 23 of SEBI LODR Regulations is not required.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Particulars of the issue of Equity Shares including the material terms of issue, date of passing of Board resolution, kind of securities offered, and the issue price:

The Board of Directors of the Company in their meeting held on 27th February, 2023, approved issuance of equity shares **up to 5,50,000 (Five Lakh Fifty Thousand)** fully paid up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each in one or more tranches, at an Issue price of Rs 15/- (Rupees Fifteen only) per equity share (“Equity Shares”) to Existing Promoters and promoter group as mentioned below, on such terms and conditions as may be deemed appropriate by the Board by conversion of existing outstanding loan to the extent of **Rs. 82,50,000 (Rupees Eighty Two Lakhs and Fifty Thousand Only)** which was extended by the Existing Promoters and promoter group to the Company for supporting the day to-day operations and to meet immediate working capital needs, by

way of a preferential issue through private placement offer, that have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

Sl No	Name Of the Investors	Category Of Investor	Pan	No Of Shares	Subscription Amount In Rupees
1	Sumanth Simha Vankineni	Existing Promoter/ Promoter Group	ABZPV1128Q	2,75,000	41,25,000
2	Snigdha Vankineni	Existing Promoter/ Promoter Group	ABZPV1127B	2,75,000	41,25,000
			Total	5,50,000	82,50,000

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The allotment of Equity Shares to Existing Promoters and promoter group is proposed to be made at a price of Rs. 15 each based on the pricing criteria mentioned in Chapter V of SEBI ICDR Regulations, Registered Valuer Report obtained in terms of SEBI ICDR Regulations.

2. Purpose/ Objects of the Issue:

With the consent of Mr. Sumanth Simha Vankineni and Ms. Snigdha Vankineni, the Company proposes to convert the Unsecured Loan to the extent of **Rs. 82,50,000 (Rupees Eighty-Two Lakhs and Fifty Thousand Only)** into equity shares on preferential basis to reduce debt, to strengthen financial position, to improve the leverage ratios so as to reduce the interest costs.

3. Maximum Number of Shares offered, the manner of issue of Shares and the pricing of preferential issue under Item no 4:

The Company proposes to issue upto **5,50,000 (Five Lakh Fifty Thousand)** fully paidup equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each in one or more tranches, at an Issue price of Rs 15/- (Rupees Fifteen only) per equity share (“Equity Shares”) to Existing Promoters and promoter group as mentioned below, on such terms and conditions as may be deemed appropriate by the Board by conversion of existing outstanding loan to the extent of **Rs. 82,50,000 (Rupees Eighty-Two Lakhs and Fifty Thousand Only)** which was extended by the Existing Promoters and promoter group to the Company for supporting the day to-day operations and to meet immediate working capital needs, by way of Preferential Issue on a private placement basis. Please refer to Point no 4 below for the basis for determining the price for the preferential issue.

4. Basis on which the price has been arrived and justification for the price (including premium, if any):

The equity shares of the Company are listed BSE Limited (‘BSE’). There is infrequent trading of shares of the Company on BSE. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid up capital during the 12 calendar months.

The Company has obtained a valuation certificate dated 27th February, 2023 from Ms. Annamreddy Sravanthi, IBBI Registered Valuer, Hyderabad and same has been updated on the Website of the company and Website link is www.oxygentapharma.com .

The present issue price of Rs. 15/- (Rupees Fifteen Only) per equity share as per the valuation arrived as per the valuation certificate. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

5. Price/ price band at/ within which the Equity Shares are proposed to be issued:

The price per Equity Share, to be issued, is fixed at Rs. 15 which consists of Rs. 10/- (Rupees ten only) as face value and Rs. 5 as premium per Equity Share. Please see paragraph 4 above for the basis of determination of the issue price.

6. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price of Equity Shares to be issued is Tuesday, 21st day of February, 2023. The resolution proposed under this notice is deemed to be passed on 23rd March, 2023 i.e. which is the date of EGM.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

The resolution pursuant to this notice is deemed to be passed on March 23, 2023 i.e. Thursday. The date 30 (thirty) days prior to March 23, 2023 is February 21, 2023 i.e. Tuesday, will be reckoned to be the relevant date.

7. Shareholding Pattern of the Company before and after the issue:

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of equity shares issued on preferential basis under item no 3,4,5) is given below:

Category of shareholder	Pre-preferential issue Shareholding		Preferential Issue	Warrants Issue	Conversion of loan into equity	Post-Issue	
	No. of shares held	% of Shares	No. of shares	No. of shares (assuming full conversion)	No. of shares	No. of shares held	% of Shares
(A) Promoters / Promoter Group’s shareholding							
(1) Indian Promoters	1277100	8.99	6345000	800000	550000	8972100	25.65
(a) Bodies Corporate	0	0	0	0	0	0	0
Subtotal (A) (1)	1277100	8.99	6345000	800000	550000	8972100	25.65
(2) Foreign Promoters	0	0	0	0	0	0	0

(a) Bodies Corporate	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0
Total Promoter/ Promoter Group Shareholding (A)=(A)(1)+(A)(2)*	1277100	8.99	6345000	800000	550000	8972100	25.65
(B) Public Shareholding							
(1) Institutions							
(a) Mutual Funds	9700	0.07	0	0	0	9700	0.03
(b) Alternative Investment Fund	0	0	0	0	0	0	0
(c) Financial Institutions/Banks	0	0	0	0	0	0	0
(d) Foreign Portfolio Investors	0	0	0	0	0	0	0
(e) Qualified Institutional Buyer	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0
Sub Total (B) (1)	9700	0.07	0	0	0	9700	0.03
(2) Non Institutions							
(a) Clearing Members	4601	0.03	0	0	0	4601	0.02
(b) Bodies Corporate	3643900	25.66	0	0	0	3643900	10.42
(c) NBFC	0	0	0	0	0	0	0
(d) Non Resident Indians	1590400	11.20	0	0	0	1590400	4.55
(e) Trusts	0	0.00	0	0	0	0	0
(f) IEPF	0	0.00	0	0	0	0	0
(g) Foreign Nationals	0	0.00	0	0	0	0	0
(h) Individuals Shareholders					0	0	0
- Holding nominal share capital up to Rs. 2 Lakh	2665122	18.77	0	0	0	2665122	7.62
- Holding nominal share capital in excess of Rs. 2 Lakh	5010477	35.28	1050000	12037200	0	18097677	51.73
Sub Total (B) (2)	12914500	90.94	1050000	12037200	0	26001700	74.33
Total Public Shareholding (B)= (B)(1)+(B)(2)	12924200	91.01	1050000	12037200	0	26011400	74.35
(C) Custodians for GDRs and ADRs	0	0.00	0	0	0	0	0
TOTAL (A)+(B)+(C)	14201300	100.00	7395000	12837200	550000	34983500	100.00

* BSE Limited ("the Stock Exchange") has approved the Re-classification of Promoters vide its approval letter dated 22nd February, 2023 for 4,74,600 equity shares of the Outgoing promoter, accordingly the outgoing promoters share are considered under Public Category in the above Shareholding pattern.

Notes:

- 1) The pre-issue shareholding pattern is as on February 24th, 2023.
- 2) The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of:
 - i. **73,95,000** (Seventy-Three Lakhs Ninety-Five Thousand) equity shares through preferential issue to the Proposed Promoters – referred as Group A and certain identified non-promoter persons as mentioned under Item no 2.

- ii. 1,28,37,200 (One crore Twenty Eight Lakhs Thirty Seven Thousand and Two Hundred) warrants issued to the Proposed Promoters – referred as Group B and certain identified non-promoter persons as mentioned under Item no 3 pursuant to this notice are fully converted into equity shares, failing which the percentage will change accordingly.
- iii. 5,50,000 (Five Lakh Fifty Thousand) equity shares to the Existing Promoters post conversion of outstanding loan amount as mentioned under Item no 4.

3) Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date on which the pre-issue shareholding pattern was prepared except as mentioned under point no 2 above.

8. Amount which the Company intends to raise by way of such securities/ size of the issue:

It is proposed to issue **5,50,000 (Five Lakh Fifty Thousand)** fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each in one or more tranches, at an Issue price of Rs 15/- (Rupees Fifteen only) per equity share (“Equity Shares”) to Existing Promoters and promoter group as mentioned below, on such terms and conditions as may be deemed appropriate by the Board by conversion of existing outstanding loan to the extent of **Rs. 82,50,000 (Rupees Eighty Two Lakhs and Fifty Thousand Only)** which was extended by the Existing Promoters and promoter group to the Company.

9. Proposal/ Intention of the Promoters, Directors or Key Managerial Personnel to subscribe the offer; contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:

Mr. Sumanth Simha Vankineni and Ms. Snigdha Vankineni (Existing Promoters and promoter group) intends to convert their unsecured loan extended to the Company. None of the Directors, Key Managerial Persons of the Company or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution except for Mr. Vankineni Sai Sudhakar, Promoter and Managing Director (DIN: 00733001) , Mrs Jhansi Rani Vankineni, Mr. Sumanth Simha Vankineni and Ms. Snigdha Vankineni, promoter and promoter group.

10. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for issue of Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

11. Principal terms of assets charged as securities:

Not applicable.

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

There shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoters – referred as Group A and certain identified non-promoter persons.

13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the previous financial year i.e., 2021-22, no preferential allotment of securities was made by the Company.

The Company has not made any preferential allotment during the current financial year 2022- 2023.

14. Valuation for consideration other than cash:

Not Applicable

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable .

16. Lock-in Period:

- (a) The entire pre-preferential shareholding of the proposed Allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchanges, as per the SEBI ICDR Regulations.
- (b) The proposed allotment of Equity Shares shall be subject to lock-in for a period of 18 months from the date of grant of the trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

17. Listing:

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Equity Shares.

18. Practicing Company Secretary's Certificate:

The certificate from Ms. Vanitha Nagulavari, Practicing Company Secretary, M. No.: A26859 certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company which can be accessed at the link: www.oxygentapharma.com

19. Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with names and addresses of the valuer.

The equity shares of the Company are listed BSE Limited ('BSE'). There is infrequent trading of shares of the Company on BSE. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid-up capital during the 12 calendar months.

The Company has obtained a valuation certificate dated 27th February, 2023 from Ms. Annamreddy Sravanthi, IBBI Registered Valuer, Hyderabad and same has been updated on the Website of the company and Website link is www.oxygentapharma.com

The present issue price of Rs. 15/- (Rupees Fifteen Only) per equity share as per the valuation arrived as per the valuation certificate. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no

adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 14.86 /- per equity shares of Rs. 10/- each. Same certificate is available at the website of the company at www.oxygentapharma.com.

20. Voting pattern of the Committee of Independent Directors meeting:

S.No.	Name of the Director	Designation	Chairman/Member	Vote
1	Mr. Gangi Reddy Narravula	Independent Director	Member	For
2	Mr. Vidyasagar Devabhaktuni	Independent Director	Member	For
3	Ms. Padmaja Surapureddy	Independent Director	Member	For
4	Mr. S. Kondal Reddy	Independent Director	Chairman	For

The company has 4 independent directors and all the independent directors have attended the meeting scheduled on 27th February, 2023.

21. Other Disclosures:

- (a) The Proposed Promoters – referred as Group A and certain identified non-promoter persons have confirmed that they do not hold any pre- preferential shares and hence selling of any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date does not arise. Further, the promoter(s) or the promoter group has not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date.
- (b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (c) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower 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. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- (d) Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. 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 securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.
- (f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.
- (g) The Proposed Promoters – referred as Group A are proposed to be promoter of the Company and will continue to be the promoter of the Company post the Preferential Issues of Equity Shares.

- (h) The proposed preferential issue is not being made to anybody corporate incorporated in, or a national of, a country which shares a land border with India.

22. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:

Name and Category (public / promoter) of the Proposed Allottees	Details of the Proposed Allottees (name, address, country of incorporation /residency)	Class or classes of Proposed Allottees	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees	PAN	Pre-issue equity holding (%)	No of Equity shares to be allotted	Post Issue Equity holding	Post issue Percent age of shares held (%)
Sumanth Simha Vankineni – Existing Promoter – Promoter group Current Status : Existing Promoter/ Promoter group	Name: Sumanth Simha Vankineni Address: S/o: Sai Sudhakar Vankineni, C/o. 304, Jasmine Court Apartments, Mount Poonamalle Road, Kattupakkam, Tiruvallur, Tamilnadu - 600056 Country of Residence: India	Existing Promoter / Promoter group	NA	ABZPV1 128Q	68700 (0.48%)	275000	343700	0.98
Snigdha Vankineni – Existing Promoter – Promoter group Current Status : Existing Promoter/ Promoter group	Name: Snigdha Vankineni Address: C/o: Murali Krishna Veerapaneni, C - 204, Fortune Towers, Beside Petrol Bunk Madhapur, Serilingampally, K.V. Rangareddy, Telangana - 500081 Country of Residence: India	Existing Promoter / Promoter group	NA	ABZPV1 127B	868000 (6.11%)	275000	1143000	3.27
			Total		936700 (6.59%)	550000	1486700	4.25

Issue of the said Equity Shares would be well within the expanded Authorized Share Capital of the Company subject to the approval of Shareholders in this EGM. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 4 in the accompanying notice for approval by the Members.

No preferential allotment is being made to any director of the Company or their relatives or key managerial personnel of the Company except to Mr. Sumanth Simha Vankineni and Ms. Snigdha Vankineni (Existing Promoters and promoter group). None of the Directors, Key Managerial Persons of the Company or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution except for Mr. Vankineni Sai Sudhakar, Promoter and Managing Director (DIN: 00733001), Mrs. Jhansi Rani Vankineni, Mr. Sumanth Simha Vankineni and Ms. Snigdha Vankineni, promoter and promoter group.

By Order of the Board of Directors

Sd/-
Sai Sudhakar Vankinenni
Managing Director
DIN: 00733001

Place: Hyderabad
Date: 27th February, 2023

OXYGENTA PHARMACEUTICAL LIMITED
(FORMERLY KNOWN AS S.S. ORGANICS LTD.)
CIN: L24110TG1990PLC012038

Registered Office: Survey No.252/1, Aroor village, Sadasivapet mandal, Medak District, Medak TG 502 291
Corporate Office: Plot no: 43, The Park View 1st Floor, Beside Sky View Suites (Saketa Nilayam), Behind Preston
Prime Mall, Lumbini Avenue, Gachibowli, Hyderabad – 500032, Telangana
Email: cs@oxygentapharma.com, Website: www.oxygentapharma.com

ATTENDANCE SLIP

Extra – Ordinary General Meeting on Thursday, March 23, 2023 at 03.00 p.m. IST at Registered Office Situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291

DP Id*	
Client Id*	
Regd.Folio No.	

Name and Address of the Shareholder: _____

No. of Share(s) held: _____

I certify that I am a member/proxy for a member of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at Situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291 at 3.00 P.M. on Friday, the Thursday, March 23, 2023.

** Member's/Proxy's name in Block Letters ** Member's/Proxy's Signature

Note:

1. please sign this attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
2. This Attendance Slip is valid only in case shares are held on the date of the meeting.

* Applicable for Investors holding shares in electronic form.

** Strike out whichever is not applicable.

OXYGENTA PHARMACEUTICAL LIMITED
(FORMERLY KNOWN AS S.S. ORGANICS LTD.)
CIN: L24110TG1990PLC012038

Registered Office: Survey No.252/1, Aroor village, Sadasivapet mandal, Medak District, Medak TG 502 291
Corporate Office: Plot no: 43, The Park View 1st Floor, Beside Sky View Suites (Saketa Nilayam), Behind Preston
Prime Mall, Lumbini Avenue, Gachibowli, Hyderabad – 500032, Telangana
Email: cs@oxygentapharma.com, Website: www.oxygentapharma.com

PROXY FORM
(Form No.MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):

.....

Registered address:

.....

E-mail Id:.....

Folio No. / Client ID No. :DP ID No.

I / We, being the member(s) of Shares of OXYGENTA PHARMACEUTICAL LIMITED, hereby appoint

1. Name:E-mail Id:

Address:

..... Signature:

or failing him

2. Name:E-mail Id:.....

Address:

..... Signature:

Or failing him

3. Name: E-mail Id:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra – Ordinary General Meeting of the Company to be held on Thursday, March 23, 2023 at 03.00 p.m. IST at Registered Office Situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
1	Increase in authorized share capital of the company and consequential amendment in memorandum of association of the company.		
2	Issue of upto 73,95,000 (Seventy-Three Lakhs And Ninety-Five Thousand Only) equity shares on preferential basis to the Proposed Promoters (Group A) And Non-Promoters of the company and matters related therewith.		
3	Issue of upto 1,28,37,200 (One Crore Twenty-Eight Lakhs Thirty-Seven Thousand And Two Hundred Only) share warrants on preferential basis to the Proposed Promoters (Group B) And Non-Promoters of the company and matters related therewith.		
4	Issue Of Upto 5,50,000 (Five Lakh Fifty Thousand) Equity Shares On Preferential Basis By Conversion Of Unsecured Loan To The Persons Of Promoters/ Promoter Group Of The Company And Matters Related Therewith.		

Signed this day of 2023

Affix Re.1
Revenue
Stamp

Signature of shareholder.....

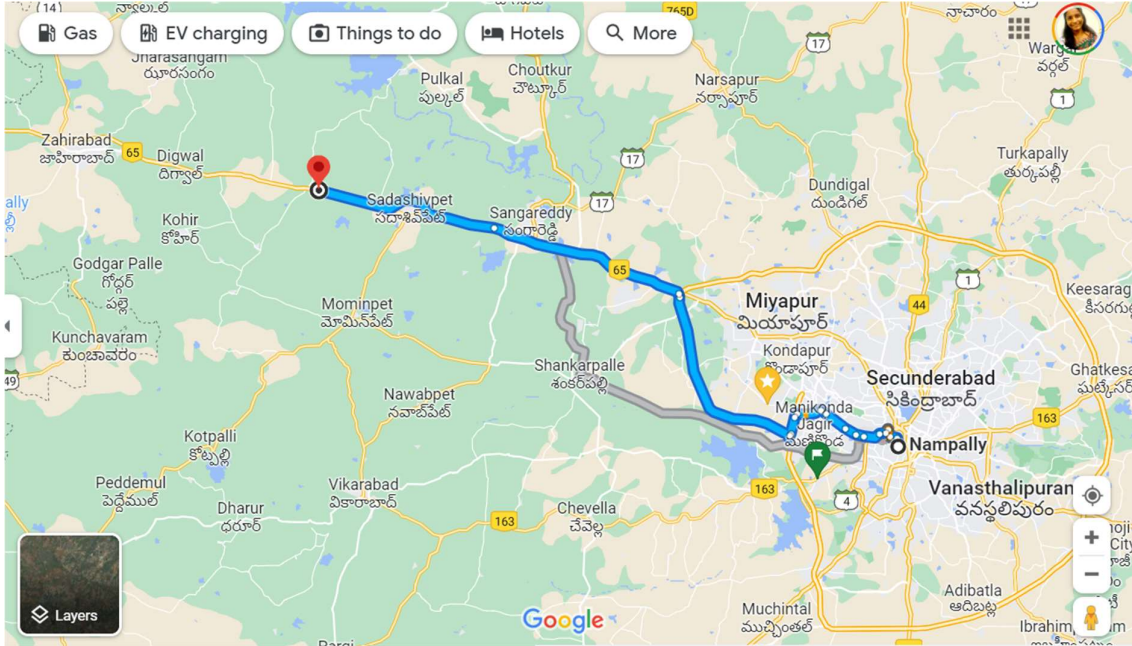
Signature of Proxy holder(s).....

NOTES:

- This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Registered Office Situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291, not less than 48 hours before the commencement of the Meeting.

Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.
- A Proxy need not be a member of the Company
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra- Ordinary General Meeting.
- It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

Route Map for Venue of the Meeting



Address :

Survey no. 252/1, Aroor Village,
Sadasivapet Mandal,
Sangareddy District,
Telangana State - 502291