

**OXYGENTA PHARMACEUTICAL LIMITED**

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

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**NOTICE**

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, May 09, 2024 at 03.00 p.m. at the 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 with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company **from** existing 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 **to** Rs. 37,50,00,000 (Rupees Thirty-Seven Crores fifty Lakhs) divided into 3,75,00,000 (Three Crore Seventy Five 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 with the following clause: -

“*V. The Authorized Share Capital of the Company is Rs. 37,50,00,000 (Rupees Thirty-Seven Crores fifty Lakhs) divided into 3,75,00,000 (Three Crore Seventy Five Lakhs) equity shares of Rs. 10/- each with power to increase and/or reduce the capital of the Company.*”

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorised 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 20,00,000 (TWENTY LAKHS) EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROPOSED PROMOTER AND PROMOTER GROUP OF THE COMPANY AND MATTERS RELATED THEREWITH.**

To consider and if thought fit, to pass, with or without modification(s), 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 made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, (ii) in accordance with the Foreign Exchange Management Act,1999, as amended or restated (“FEMA”), and/ or re-enactments thereof for the time being in force) and rules, circulars, notifications, regulations and guidelines issued under FEMA, (iii) 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”), (iv) the uniform listing agreement 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, (v) recommendation/ approval of the Audit Committee and the Board of Directors of the Company; (vi) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended; and (vii) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), or any other statutory or regulatory authority, including the BSE Limited (“Stock Exchange”) on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time 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) as may be necessary and required from regulatory authorities (Including the Stock Exchange) subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions 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 **20,00,000 (Twenty Lakh)** 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 16/- (Rupees Sixteen only) per equity share (“Equity Shares”) aggregating to an amount not exceeding **Rs. 3,20,00,000 (Rupees Three crore Twenty Lakhs 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 Promoter, Promoter Group/ Proposed Allottees**”), in the manner stated herein below, for cash consideration by way of a preferential issue in accordance with the terms of the preferential issue as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (**the “Preferential Issue”**).

Sl. No	Name of the Investor	Category of the Investor	No of Shares	Subscription amount in Rupees
1	M V S Prasad Reddy	Proposed Promoter	17,00,000	2,72,00,000
2	Amigos Molecular Solutions Private Limited	Proposed Promoter Group	2,00,000	32,00,000
3	Rachamalla Aparna	Proposed Promoter Group	1,00,000	16,00,000
Total			20,00,000	3,20,00,000

“**RESOLVED FURTHER THAT** the Equity Shares shall be fully paid-up and listed on the Stock Exchange bearing ISIN - INE102E01018 and rank pari passu with the 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, April 09, 2024;
- (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 Exchange, 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 herein above; 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 resolutions, 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 Exchange 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. THE PRIOR APPROVAL REGARDING RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO THE CONVERSION OF LOAN INTO EQUITY SHARES.**

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

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan already availed / proposed to be availed on / after the date of this

resolution, by the various parties to the Company including promoters / Directors (**the “Lender/s”**) up to an amount of INR 60,00,00,000/- (Indian Rupees Sixty Crores Only) in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

**RESOLVED FURTHER THAT** the loan as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions:

- i. the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- ii. the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;
- iii. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- iv. the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- v. the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- vi. The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013 and applicable SEBI regulations from time to time.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.”

#### **4. RE-APPOINTMENT OF MR. SANAGARI KONDAL REDDY (DIN: 02530466) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act) (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and pursuant to the recommendation by Nomination and Remuneration Committee and Board of Directors, Mr. Sanagari Kondal Reddy (Din: 02530466), who was appointed as an Independent Director of the Company for five consecutive years upto February 13, 2024, and who was appointed as an additional director in the Independent Category at the meeting of the Board of Directors held on February 14, 2024 and who is eligible for re-appointment and who meets the criteria

for independence as provided SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years commencing from February 14, 2024 upto February 13, 2029 and he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

**5. RE-APPOINTMENT OF MRS.PADMAJA SURAPUREDDY (DIN: 05358127) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act) (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and pursuant to the recommendation by Nomination and Remuneration Committee, and Board of Directors, Mrs. Padmaja Surapureddy (DIN:05358127), who was appointed as an Independent Director of the Company for five consecutive years upto March 03, 2024, and who was appointed as an additional director in the Independent Category at the meeting of the Board of Directors held on March 04, 2024 and who is eligible for re-appointment and who meets the criteria for independence as provided SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years commencing from March 4, 2024, upto March 3, 2029 and he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

**6. MATERIAL RELATED PARTY TRANSACTIONS WITH AMIGOS MOLECULAR SOLUTIONS PRIVATE LIMITED, A PROPOSED RELATED PARTY OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Oxygenta Pharmaceutical Limited (‘Company’), and based on the approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Amigos Molecular Solutions Private Limited (‘Amigos’), a related party / proposed related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Amigos, for an aggregate value upto ₹50,00,00,000 (Rupees Fifty Crores), for availing financial services, purchase and sale of goods and materials, receiving and rendering of services and other transactions for the purpose of business, to be entered during FY2024-25, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and Amigos.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, 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: 08<sup>th</sup> April, 2024

**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](http://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](mailto: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](http://www.oxygentapharma.com), on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL i.e. [www.evotingindia.com](http://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 e-Voting 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 **Mr. N.V.S.S. Suryanarayana Rao** (ACS No.5868, CoP No.2886), 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 his 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, May 02, 2024. 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, May 06, 2024 at 09.00 A.M. and ends on Wednesday, May 08, 2024 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, May 02, 2024 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, May 09, 2024. 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 **Mr. N.V.S.S. Suryanarayana Rao** (Membership No. ACS-5868 and Certificate of Practice No.2886), 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, May 06, 2024 at 09.00 A.M.	Wednesday, May 08, 2024 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 Thursday, May 09, 2024.

4. 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.
5. 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](mailto: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, May 06, 2024 at 09.00 A.M. and ends Wednesday, May 08, 2024 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 Thursday, May 02, 2024 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](http://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](http://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.
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\* 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.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
  - i. 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.
  - ii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - iii. Click on the EVSN for the relevant "Oxygenta Pharmaceutical Limited" on which you choose to vote.
  - iv. 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.
  - v. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - vi. 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.
  - vii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - viii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - ix. 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.
  - x. 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.
  - xi. 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](http://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](mailto: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](mailto: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

- xii. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board of Directors

Sd/-  
Sai Sudhakar Vankinenni  
Managing Director  
DIN: 00733001

Place: Hyderabad  
Date: 08<sup>th</sup> April, 2024

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to Item No.6 of the accompanying Notice dated April 08, 2024:

**Item No. 1:**

The present Authorized Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty-Five Crore) comprising of 3,50,00,000 (Three crore Fifty Lakhs) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on Monday, April 08, 2024 had accorded its approval for increasing the Authorized Share Capital from Rs. 35,00,00,000 (Rupees Thirty-Five Crore) to Rs. 37,50,00,000 (Rupees Thirty-Seven Crore Fifty Lakhs) by creation of 25,00,000 (Twenty five Lakhs) 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. 35,00,00,000 (Rupees Thirty-Five Crore) to Rs. 37,50,00,000 (Rupees Thirty-Seven Crore Fifty Lakhs) by creation of 25,00,000 (Twenty five Lakhs) 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 draft of altered Memorandum of Association and also existing Articles of Association of the Company would be available for inspection by the members at the 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 Ordinary 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, April 08, 2024 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 April 08, 2024, the Board of Directors of the Company (“Board”) at its meeting held on dated April 08, 2024 considered and approved the proposal to offer, issue and allot up to **20,00,000 (Twenty Lakh Only)** Equity Shares of Rs. 10/- each (“Equity Shares”) in one or more tranches, at a price of Rs 16/- (Rupees Sixteen) per Equity Share which includes a premium of Rs 6/- per Equity Share (“Issue Price”), for cash consideration, free from all the encumbrances to Proposed promoter and Non-promoters by way of preferential issue (“Preferential Issue”) under (i) the Companies Act, 2013 (“Act”) and the relevant rules made thereunder; (ii) Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and/ or re-enactments thereof for the time being in force) and rules, circulars, notifications, regulations and guidelines issued under FEMA (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. 15.86 per equity share; and we have obtained a valuation report from Mr. A Someswara Rao, Registered Valuer with IBBI Registration No. IBBI/RV/02/2019/11544 (‘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](http://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 date of passing of Board resolution, the material terms of issue, kind of securities offered, and the issue price :**

The Board of Directors of the Company in their meeting held on Monday, April 08, 2024 approved raising of funds aggregating up to **Rs. 3,20,00,000 (Rupees Three Crore Twenty Lakhs Only)** by way of issuance of up to **20,00,000 (Twenty Lakh Only)** equity shares of Rs. 10/- each (“Equity Shares”) at an issue price of Rs 16/- (Rupees Sixteen only) per share to the proposed investors who are proposed to become the promoter and Promoter Group of the Company (referred to as “the Investors”) 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 :**

SI No	Name Of the Investor	Category Of Investor	Pan	No Of Shares	Subscription Amount In (Rs)
1	M V S Prasad Reddy	Proposed Promoter	BDHPM5105P	17,00,000	2,72,00,000
2	Amigos Molecular Solutions Private Limited	Proposed Promoter Group	AARCA7657B	2,00,000	32,00,000
3	Rachamalla Aparna	Proposed Promoter Group	AGRPR3760K	1,00,000	16,00,000
			Total	<b>20,00,000</b>	<b>3,20,00,000</b>

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 promoter and Promoter Group is proposed to be made at an issue price of Rs. 16 per share 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. For working capital requirement purposes
- b. To repayment of debt of the Company
- 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 20,00,000 (Twenty Lakh Only) equity shares of Rs. 10/- each (“Equity Shares”) at a price of at an issue price of Rs 16/- (Rupees Sixteen only) per share to the proposed investors who are proposed to become the promoter and promoter group of the Company (referred to as “the Investors/ Proposed promoter and Promoter Group 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 on BSE Limited (‘BSE’). There is an 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 preceding the relevant date and the volume is less than 10% of the paid up capital during the 240 Trading days preceding the relevant date.

The Company has obtained a valuation certificate dated April 08, 2024 from Mr. A Someswara Rao, Registered Valuer with IBBI Registration No. IBBI/RV/02/2019/11544, 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 16/- (Rupees Sixteen 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 16/- (Rupees Sixteen only) which consists of Rs. 10/- (Rupees Sixteen only) as face value and Rs. 6 /- (Rupees Six only) 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, April 09, 2024. The resolution proposed under this notice is deemed to be passed on Thursday, May 09, 2024 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, May 09, 2024. The date is 30 (thirty) days prior to May 09, 2024 which would be Tuesday, April 09, 2024 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 is given below:

Category of shareholder	Pre-preferential issue Shareholding		Post- preferential issue Shareholding	
	No. of shares held	% of Shares	No. of shares held	% of Shares
<b>(A) Promoters / Promoter Group's shareholding</b>				
(1) Indian Promoters	9953300	29.73	18705900 (#)	50.58 (#)
(a) Bodies Corporate	0	0.00	200000 (#)	0.54 (#)
Subtotal (A) (1)	9953300	29.73	18905900 (#)	51.12 (#)
(2) Foreign Promoters	0	0.00	0	0
(a) Bodies Corporate	0	0.00	0	0
Sub Total (A) (2)	0	0.00	0	0
<b>Total Promoter/ Promoter Group Shareholding (A)=(A)(1)+(A)(2)</b>	<b>9953300</b>	<b>29.73</b>	<b>18905900</b>	<b>51.12</b>
<b>(B) Public Shareholding</b>		0.00		
(1) Institutions		0.00		
(a) Mutual Funds	9700	0.03	9700	0.03
(b) Alternative Investment Fund	0	0.00	0	0
(c) Financial Institutions/Banks	0	0.00	0	0
(d) Foreign Portfolio Investors	0	0.00	0	0
(e) Qualified Institutional Buyer	0	0.00	0	0
(f) Insurance Companies	0	0.00	0	0
Sub Total (B) (1)	9700	0.03	9700	0.03
(2) Non Institutions		0.00		
(a) Clearing Members	4601	0.01	4601	0.01
(b) Bodies Corporate	4059254	12.12	106654	0.29
(c) NBFC	0	0.00	0	0
(d) Non Resident Indians	1608026	4.80	1608026	4.35
(e) Trusts	0	0.00	0	0
(f) IEPF	0	0.00	0	0
(g) Foreign Nationals	0	0.00	0	0
(h) Individuals Shareholders		0.00		
- Holding nominal share capital up to Rs. 2 Lakh	2865306	8.56	2865306	7.75
- Holding nominal share capital in excess of Rs. 2 Lakh	14983313	44.75	11983313	32.40
Sub Total (B) (2)	23520500	70.25	16567900	44.80
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>23530200</b>	<b>70.27</b>	<b>16577600</b>	<b>44.82</b>
<b>(C) Custodians for GDRs and ADRs</b>	0	0	0	0
<b>(D) Pending Convertible warrants - Public *</b>	-	-	<b>1500000</b>	4.06
<b>TOTAL (A)+(B)+(C)+(D)</b>	<b>33483500</b>	<b>100</b>	<b>36983500</b>	<b>100</b>

**Notes:**

- a. The pre-issue shareholding pattern is as on April 05, 2024.
- b. \* There are 15,00,000 Warrants pending for conversion in the Public category which were issued on April 26, 2023.
- c. (#) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s):
  - i. Mr. M V S Prasad Reddy/Acquirer/Proposed promoter has entered into a SPA with Mr. K Raghavendra Rao/seller, one of the promoter of the company on April 8, 2024, pursuant to which the Acquirer has agreed to acquire 8,00,000 equity shares ("SPA Sale Shares").
  - ii. The Acquirer has also entered into a MOU with the Non-Promoters Sellers on April 8, 2024, pursuant to which the Acquirer has agreed to acquire 69,52,600 equity shares ("MOU Sale Shares").
  - iii. On April 8, 2024, the Board of Directors of the Company approved an issue and allotment of 17,00,000 equity shares to the Acquirer/Proposed Promoter and 3,00,000 equity share to the proposed promoter group having face value of ₹10 each at an Issue Price of ₹16 per equity share (including a share premium of ₹6 per equity share) respectively on Preferential Allotment basis pursuant to Section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, subject to Statutory/Requisite Approvals from Regulatory Authorities.

In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intend to do so, the shareholding pattern in the above table would undergo corresponding changes.
- d. It is further assumed that shareholding of the Company in all other categories will remain unchanged.

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

Issuance of upto **20,00,000** (Twenty Lakhs) 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 16/- (Rupees Sixteen only) per equity share ("Equity Shares") aggregating to an amount not exceeding **Rs. 3,20,00,000 (Rupees Three Crores Twenty Lakhs Only)** in aggregate.

**9. Proposal/ Intention of the Promoters, Directors or Key Managerial Personnel or Senior management 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:**

By virtue of this proposed issue to the Proposed Promoter there may be a requirement of compliance of Regulation 3 & 4 of the SEBI SAST Regulation and Proposed Promoter 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 or Senior Management 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.

**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 Promoter and Promoter Group.

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 year FY 2024-25 the company has not allotted any shares on preferential basis, however the Company allotted 1,92,82,200 (One Crore and Ninety Two Lakh Eighty Two Thousand two hundred) Equity Shares at a price of Rs.15/- per share (including premium of Rs.5 /- per share) during the FY 2023-24 to the following allottees:

S.No	Name of the allottee	Date	No. of shares
1	Sunil Vishram Chawda	26.04.2023	3,180,000
2	Manoj Sunil Chawda	26.04.2023	1,582,500
3	Aakanksha M Chawda	26.04.2023	1,582,500
4	G. Krishna Reddy	26.04.2023	150,000
5	Vangala Shyam Sunder Reddy	26.04.2023	150,000
6	Srinivas Rao Garlapati	26.04.2023	150,000
7	Paturi Sai Sampath	26.04.2023	100,000
8	S Kondal Reddy	26.04.2023	500,000
9	Sumanth Simha Vankineni	26.04.2023	275,000
10	Snigdha Vankineni	26.04.2023	275,000
11	K. Raghavender Rao	29.04.2023	800,000
12	Sravani Reddy Gantla	29.04.2023	4,487,000
13	Vustala Pushpalatha	29.04.2023	3,000,000
14	Nikhil Reddy Pasya	29.04.2023	293,700
15	K. Sandeep Kumar Reddy	03.05.2023	2,756,500
<b>Total</b>			<b>19,282,200</b>

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:**

- The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The proposed allotment of Equity Shares pursuant to this resolution shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.



**17. Listing:**

The Company will make an application to BSE Limited (the stock exchange) at which the existing shares are listed, for listing of the proposed preferential issue of Equity Shares.

**18. Practicing Company Secretary's Certificate:**

The Certificate from **Mr. N.V.S.S. Suryanarayana Rao**, Practicing Company Secretary, (ACS No.5868; CoP No.2886) 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 Corporate 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](http://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'). The Equity shares of the Company are infrequently traded on BSE.

In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, as the shares are not frequently traded preceding the relevant date and the volume is less than 10% of the paid-up capital during the 240 trading days preceding the relevant date, the Company has obtained a valuation report dated April 08, 2024 from Mr. A Someswara Rao, Registered Valuer with IBBI Registration No. IBBI/RV/02/2019/11544 and The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website [www.oxygentapharma.com](http://www.oxygentapharma.com) and websites of stock exchange i.e. BSE Limited.

The issue price per equity share is arrived at Rs 16/- (Rupees Sixteen only) per equity share based on the valuation report issued by Mr. A Someswara Rao, Registered Valuer with IBBI Registration No. IBBI/RV/02/2019/11544. 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. The fair price for subscription as per their valuation report issued by Mr. A Someswara Rao, Registered Valuer with IBBI Registration No. IBBI/RV/02/2019/11544 is Rs.15.86/- per equity shares of Rs. 10/- each. The valuation report is available at the website of the company at [www.oxygentapharma.com](http://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. Sangari Kindal Reddy	Independent Director	Member	For
2	Mr. Vidyasagar Devabhaktuni	Independent Director	Chairman	For
3	Ms. Padmaja Surapureddy	Independent Director	Member	For
4	Mr. Bharath Reddy Guntuku	Independent Director	Member	For

The company has 4 independent directors and all the independent directors have attended the meeting scheduled on April 8, 2024.

**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 (%)
M V S Prasad Reedy – Proposed Promoter  <b>Current Status of the Allottee :</b> Do not hold any shares and is non promoter	9-99 Amaravathi Nagar, Tirupati, Chittoor, Andra Pradesh-517502	Proposed Promoter (Individual)	NA	BDHPM5105P	Nil	17,00,000	17,00,000	4.60
Amigos Molecular Solutions Private Limited- Proposed Promoter Group <b>Current Status of the Allottee:</b> Do not hold any shares and is non promoter	Plotno-101, Rajahamsa Palace Shirsi Nagargooty Road, Anantapur, Andhra Pradesh, India, 515001	Proposed Promoter Group (Non-Individual)	1.M V S Prasad Reedy. <b>Address:</b> 9-99 Amaravathi Nagar,Tirupati,Chittoor, Andra Pradesh-517502 <b>PAN:</b> BDHPM5105P <b>Shareholding:</b> He holds 49.50% equity shares in Amigos.  2. N Venkata Narayana Reddy: <b>Address:</b> Flat.No.301, Sree Ajit Palace, Ram Nagar, Besside HP petrol Bunk, Ananthpur, Andra Pradesh- 515001 <b>PAN:</b> AVTPR3205Q <b>Shareholding:</b> He holds 49.50% equity shares in Amigos.	AARCA7657B	Nil	2,00,000	2,00,000	0.54
Rachamalla Aparna,- Proposed Promoter Group <b>Current Status of the Allottee:</b> Do not hold any shares and is non promoter	2-137,Plot 28, Survey No.28, Near Sridevi Engineering College,Sri Homes, Vatti nagulapalle, K.V Rangareddy, Telangana -500075	Proposed Promoter Group (Individual)	NA	AGRPR3760K	Nil	1,00,000	1,00,000	0.27
<b>Total</b>						<b>20,00,000</b>	<b>20,00,000</b>	<b>5.41</b>

**22. Undertaking:**

The Company hereby undertakes that:

- None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

- c. The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- d. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

**23. Other Disclosures:**

- a. The Proposed allottees 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 Promoter and promoter group are proposed to become the promoter and promoter group of the Company and will continue to be the promoter and promoter group of the Company post the Preferential Issues of Equity Shares.
- h. The proposed preferential issue is not being made to any body-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.

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.2 to the Notice, to the members of the company for their approval by way of passing Special resolution.

**Item No. 3:**

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company. The Board of Directors in their meeting held on April 08, 2024 accorded approval for conversion of the loan already availed / proposed to be availed on / after the date of this resolution, by the various parties to the Company including promoters / Directors (the “Lender/s”) up to an amount of INR 60,00,00,000/- (Indian Rupees Sixty Crores Only) in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

Accordingly, the Board recommends the resolution as set forth in the item no. 3 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

Except Dr. Sai Sudhakar Vankineni, Managing Director (DIN:00733001), Mr. Sunil Vishram Chawda, Director (DIN:02369151), Mrs. Sravani Reddy Gantla, Director (DIN: 08809876) and their respective relatives, none of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Accordingly, the Board, therefore, recommends the proposed resolution as set out at Item No.3 to the Notice, to the members of the company for their approval by way of passing Special resolution.

#### **Item No. 4:**

As the members are aware, Mr. Sanagari Kondal Reddy (DIN 02530466) was appointed as an Independent Director of the Company by the members in their 26<sup>th</sup> Annual General Meeting held on September 30, 2019 for a period of 5 consecutive years, i.e., for a period of five years with effect from February 14, 2019 upto February 13, 2024. Pursuant to the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, an Independent Director may be reappointed for another term of 5 years, if approved by members by way of Special Resolution.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sanagari Kondal Reddy be reappointed to the office of Independent Director of the Company.

In the opinion of the Board, Mr. Sanagari Kondal Reddy has the integrity, expertise, and proficiency required to get appointed to the office of Independent Director of the Company.

Mr. Sanagari Kondal Reddy’s 1st term as Independent Director expired on the close of February 13, 2024. The Board of Directors, at its meeting held on February 14, 2024, based on the performance evaluation of Mr. Sanagari Kondal Reddy and the recommendation of the Nomination and Remuneration Committee, and considering the background and experience of Mr. Sanagari Kondal Reddy and his significant contribution to the Company as a Board Member and as a member of various Committees, appointed him to the office of Additional Director (Independent category), pursuant to the provisions of Section 149, 161(1) of the Act read with the Articles of Association of the Company, who shall hold the office of Independent Director of the Company for a period of five consecutive years with effect from February 14, 2024 to February 13, 2029, subject to the approval of members of the Company.

The Board of Directors are of the view that the continued association of Mr. Sanagari Kondal Reddy would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director, in the best interest of the Company.

The Board is of the opinion that Mr. Sanagari Kondal Reddy fulfils the conditions for his reappointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations. Mr. Sanagari Kondal Reddy is independent of the management and possesses appropriate skills, experience and knowledge.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board’s Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms. Pursuant to the provisions of Section 160 of the Companies Act, 2013

read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, reappointment or removal of an independent director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Mr. Sanagari Kondal Reddy requires the approval of the members by way of a special resolution.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Sanagari Kondal Reddy (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as Director under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

The details of the appointee is mentioned in *Annexure 1* to this Notice.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Mr. Sanagari Kondal Reddy, as an Independent Director on the Board of the Company for a term of five consecutive years effective from February 14, 2024 to February 13, 2029.

Except Mr. Sanagari Kondal Reddy, being an appointee, and his relatives if any, 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.4 to the Notice, to the members of the company for their approval by way of passing Special resolution.

**Item No. 5:**

As the members are aware, Mrs. Padmaja Surapureddy (DIN 05358127) was appointed as an Independent Director of the Company by the members in their 26th Annual General Meeting held on September 30, 2019 for a period of 5 consecutive years, i.e., for a period of five years with effect from March 05, 2019 upto March 04, 2024. Pursuant to the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, an Independent Director may be reappointed for another term of 5 years, if approved by members by way of Special Resolution.

Keeping in view with her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Padmaja Surapureddy be reappointed to the office of Independent Director of the Company.

In the opinion of the Board, Mrs. Padmaja Surapureddy has the integrity, expertise, and proficiency required to get appointed to the office of Independent Director of the Company.

Mrs. Padmaja Surapureddy's 1st term as Independent Director expired on the close of March 04, 2024. The Board of Directors, at its meeting held on March 04, 2024, based on the performance evaluation of Mrs. Padmaja Surapureddy and the recommendation of the Nomination and Remuneration Committee, and considering the background and experience of Mrs. Padmaja Surapureddy and her significant contribution to the Company as a Board Member and as a member of various Committees, appointed her to the office of Additional Director (Independent category), pursuant to the provisions of Section 149, 161(1) of the Act read with the Articles of Association of the Company, who shall hold the office of Independent Director of the Company for a period of five consecutive years with effect from March 04 2024 to March 03, 2029, subject to the approval of members of the Company.

The Board of Directors are of the view that the continued association of Mrs. Padmaja Surapureddy would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director, in the best interest of the Company.

The Board is of the opinion that Mrs. Padmaja Surapureddy fulfils the conditions for her reappointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations. Mrs. Padmaja Surapureddy is independent of the management and possesses appropriate skills, experience and knowledge.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms. Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, reappointment or removal of an independent director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Mrs. Padmaja Surapureddy requires the approval of the members by way of a special resolution.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received from Mrs. Padmaja Surapureddy (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified to act as Director under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations (iv) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

The details of the appointee is mentioned in Annexure 2 to this Notice.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Mrs. Padmaja Surapureddy, as an Independent Director on the Board of the Company for a term of five consecutive years effective from March 04, 2024 to March 03, 2029.

Except Mrs. Padmaja Surapureddy, being an appointee, and her relatives if any, 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.5 to the Notice, to the members of the company for their approval by way of passing Special resolution.

#### **Item No. 6:**

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs.1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Listed entity whichever is lower.

Amigos Molecular Solutions Private Limited ("**Amigos**") is a proposed allottee in the proposed Preferential issue in the Oxygenta Pharmaceutical Limited (the "**Company**") and accordingly, a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations.

Amigos will provide financial services to the company, and Company also planning to enter various transactions with Amigos regarding purchase and sale of goods and materials, receiving and rendering of services and other transactions for the purpose of business.

The Management has provided the Audit Committee with the relevant details of the proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee has granted approval for entering into RPTs

with Amigos for an aggregate amount up to ₹50 crore to be entered during FY2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company and Amigos.

Details of the proposed transactions with Amigos being a related party of the Company, including the information pursuant to the SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (inter alia consolidating the requirements of the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021), are as follows:

S.No.	Particulars	Description
1	Details of Summary of information provided by the Management to the Audit Committee	
a.	Name of the related party	Amigos molecular solutions private limited
b.	Nature of relationship [including nature of interest (financial or otherwise)]	Proposed Promoter Group of the company
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	No director or key managerial personnel is related.
d.	Nature, material terms, monetary value and particulars of contracts or arrangements	Availing financial services, purchase and sale of goods and materials, receiving and rendering of services and other transactions for the purpose of business.
e.	Value of the proposed transaction	Upto an amount of Rs. 50 cr.
f.	Percentage of annual turnover of the Company considering FY2022-23 as the immediately preceding financial year	161.39 percent of the turnover of the company
2.	Justification for the transaction	Please refer to 'Background, details and benefits of transaction' which forms part of the Statement Resolution No. 6.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made given by the listed entity or its subsidiary:	
i.	details of the source of funds in connection with the proposed transaction	Not Applicable
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not Applicable as on day but the company shall comply to the applicable provisions as and when the proposed transactions are entered.
5	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 6 of the accompanying Notice to the shareholders for approval.

By Order of the Board of Directors

Sd/-

Sai Sudhakar Vankinenni

Managing Director

DIN: 00733001

Place: Hyderabad

Date: 08<sup>th</sup> April, 2024



**Annexure to the Notice of EGM**

**Annexure 1**

**Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.**

**Profile of Sanagari Kondal Reddy given below.**

<b>Name of the Director</b>	Mr. Sanagari Kondal Reddy (DIN 02530466)
<b>Date of Appointment including terms and conditions of appointment</b>	Mr. Sanagari Kondal Reddy (Din: 02530466) has been appointed as an Additional Director of the Company in the Independent category on the Board of the Company w.e.f. 14th February 2024, for the period of 5 years subject to approval of the members of the company
<b>Date of first appointment on the Board</b>	14 <sup>th</sup> February 2019
<b>Date of Birth</b>	01 <sup>st</sup> November 1976
<b>Expertise in Specific Functional areas and Experience</b>	He has more than 25 years of Marketing and Manufacturing experience in bulk drugs. and he is having very well knowledge in the field of Bulk Drugs Industry.
<b>Educational Qualification</b>	Graduation
<b>Directorships in other Companies</b>	<ul style="list-style-type: none"> <li>• KR Enviro Infra Private Limited</li> <li>• SKR Pharma Private Limited</li> <li>• Pashamylaram Common Infrastructure Private Limited</li> </ul>
<b>Membership / Chairmanship of committees of Other Boards</b>	Nil
<b>Remuneration</b>	Nil
<b>Shareholding in the Company as on 31.03.2024</b>	5,00,000
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Nil
<b>Number of Meetings of the Board attended during the year (2024-25)</b>	1

Annexure 2

Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Profile of Padamja Surapureddy given below.

<b>Name of the Director</b>	Mrs. Padmaja Surapureddy (DIN 05358127)
<b>Date of Appointment including terms and conditions of appointment</b>	Mrs. Padmaja Surapureddy (DIN 05358127) has been appointed as an Additional Director of the Company in the Independent category on the Board of the Company w.e.f. 04 <sup>th</sup> March 2024, for the period of 5 years subject to approval of the members of the company
<b>Date of first appointment on the Board</b>	04 <sup>th</sup> March 2019
<b>Date of Birth</b>	25 <sup>th</sup> August 1968
<b>Expertise in Specific Functional areas and Experience</b>	Dr. Padmaja is one of the first few Intellectual Property Professionals in the Indian Pharma Industry with 25 years of experience post her doctoral degree in Chemistry. She also holds a PG diploma in IPR and law degree from Osmania University and is a qualified Patent Agent. She had also undergone training at renowned law firms in the US.
<b>Educational Qualification</b>	Post-Graduation
<b>Directorships in other Companies</b>	<ul style="list-style-type: none"><li>• Avishkaran-Foundation For Pharma Innovation</li><li>• SP Ipropat Intellectual Property Solutions Private Limited</li></ul>
<b>Membership / Chairmanship of committees of Other Boards</b>	Nil
<b>Remuneration</b>	Nil
<b>Shareholding in the Company as on 31.03.2024</b>	Nil
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Nil
<b>Number of Meetings of the Board attended during the year (2024-25)</b>	1

**OXYGENTA PHARMACEUTICAL LIMITED**

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

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**ATTENDANCE SLIP**

Extra-Ordinary General Meeting held on Thursday, May 09, 2024 at 03.00 p.m. IST at Registered Office Situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291

<b>DP Id*</b>	
<b>Client Id*</b>	
<b>Regd.Folio No.</b>	

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 held at the registered office situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291 at 3.00 P.M. on Thursday, May 09, 2024.

\*\* 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**

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, Lumbini Avenue, Gachibowli, Hyderabad – 500032, Telangana

Email: cs@oxygentapharma.com, Website: www.oxygentapharma.com

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**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, May 09, 2024 at 03.00 p.m. 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 20,00,000 (Twenty Lakhs) Equity Shares on Preferential Basis to The Proposed Promoters and Promoter Group of The Company and Matters Related Therewith.		
3	The Prior Approval Regarding Raising of Funds through Secured/Unsecured Loan with an option to Conversion into Equity Shares.		
4	Re-Appointment of Mr. Sanagari Kondal Reddy (DIN:02530466) as the non-executive independent director of the company for a second term.		
5	Re-Appointment of Mrs. Padmaja Surapureddy (DIN:05358127) as the Non-Executive Independent Director of the Company for a second term.		
6	Material Related Party Transactions with Amigos Molecular Solutions Private Limited, a Proposed Related Party of The Company		

Signed this ..... day of ..... 2024

Affix Re.1 Revenue  
Stamp

Signature of shareholder.....

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

**NOTES:**

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company 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.
2. A Proxy need not be a member of the Company
3. 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.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
5. 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.
6. Please complete all details including details of member(s) in above box before submission.

**OXYGENTA PHARMACEUTICAL LIMITED**

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, Lumbini Avenue, Gachibowli, Hyderabad – 500032,

Telangana

Email: cs@oxygentapharma.com, Website: www.oxygentapharma.com

**Form No. MGT-12**

**POLLING PAPER**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**BALLOT PAPER**

1. Name of the First Named Shareholder (in block letters) .....

2. Postal address: .....

.....

3. Registered Folio No./\*Client ID No. ....

(\*Applicable to investors holding shares in dematerialized form)

4. Class of Share(s) .....

I hereby exercise my vote at the Extra-Ordinary General Meeting of the Company on Thursday, May 09, 2024 at 03.00 p.m. at Registered Office Situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State - 502291 in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

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 20,00,000 (Twenty Lakhs) Equity Shares on Preferential Basis to The Proposed Promoters and Promoter Group of The Company And Matters Related Therewith.		
3	The Prior Approval Regarding Raising of Funds through Secured/Unsecured Loan with an option to Conversion into Equity Shares.		
4	Re-Appointment of Mr. Sanagari Kondal Reddy (DIN:02530466) as the non-executive independent director of the company for a second term.		
5	Re-Appointment of Mrs.Padmaja Surapureddy (DIN:05358127) as the Non-Executive Independent Director of the Company for a second term.		
6	Material Related Party Transactions with Amigos Molecular Solutions Private Limited, a Proposed Related Party of The Company		

(Name & Signature of the PROXY)

(Signature of the Shareholder)

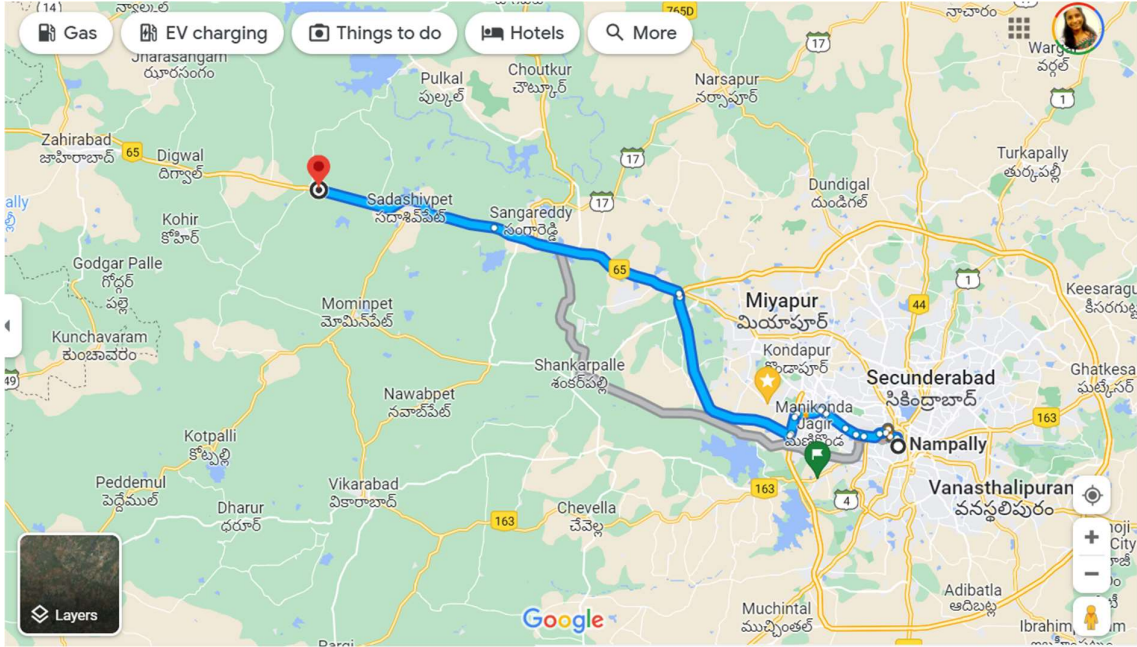
Note: Proxy who are attending and voting in this general meeting on behalf of some members are requested to first write their name before signing it.

Date: \_\_\_\_\_

Place: \_\_\_\_\_



## Route Map for Venue of the Meeting



Address :

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