

Date: September 07, 2024

To,
The Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.

Dear Sir/ Madam,

Sub: Submission of Annual report for the financial year 2023-24 including Notice of 31st Annual General Meeting (AGM) as required under Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Ref: Stock Code: BSE – 524636

We wish to inform you that, the 31st Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 30, 2024, at 03.00 P.M. (IST) at Registered office of the company Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State – 502291.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are herewith enclosing the Annual report of the Company along with the Notice of 31st Annual General Meeting (AGM) for the financial year 2023-24.

The above said Annual Report along with the notice of AGM is also uploaded on the website of the Company i.e., www.oxygentapharma.com.

This is for your information and necessary records.

Yours faithfully,

For Oxygenta Pharmaceutical Limited

SAI SUDHAKAR

VANKINENI

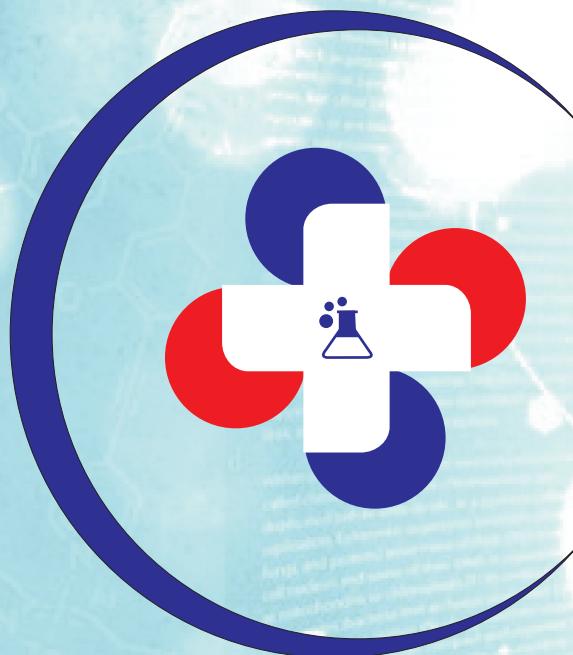
**Vankineni Sai Sudhakar
Managing Director
(DIN :00733001)**



Digitally signed by SAI SUDHAKAR
VANKINENI
Date: 2024.09.07 19:19:21 +05'30'

31ST ANNUAL REPORT
2023-24

"WE ARE IN
QUALITY BUSINESS"



Oxygenta Pharmaceutical Ltd.

CIN : L24110TG1990PLC012038

**31st Annual General Meeting**

Monday, 30th September, 2024 at 03.00 PM
At Survey No. 252/1, Aroor Village, Sadashivapet Mandal,
Sangareddy District, Telangana State - 502291.

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**Oxygenta Pharmaceutical Limited**

CIN : L24110TG1990PLC012038

31ST ANNUAL GENERAL MEETING

BOARD OF DIRECTORS and KMPs	
Dr. Sai Sudhakar Vankineni	Chairperson and Managing Director
Mr. Vidya Sagar Devabhaktuni	Non Executive and Independent Director
Mr. Sanagari Kondal Reddy	Non Executive and Independent Director
Mrs. Padmaja Surapureddy	Non Executive and Independent Director
Mr. Bharath Reddy Guntuku	Non Executive and Independent Director
Mr. Raghavender Rao Kanuganti	Executive Director
Mr. Sunil Vishram Chawda	Executive Director
Mrs. Sravani Reddy Gantla	Executive Director
Mrs. Aakanksha Sachin Dubey	Additional Director (Independent)
Ms. Dolly Mandhan	Company Secretary & Compliance Officer

STATUTORY AUDITORS:

A.M. Reddy & D.R. Reddy, Chartered Accountants, (Firm Registration No. 0090685)
 H. No. 3-6-640/1/C, 4th floor, Street no.9 Himayat Nagar, Hyderabad,
 Telangana, India -500029.

SECRETARIAL AUDITORS:

N Vanitha, Practicing Company Secretary,
 6-3-347-22/2, Flat-10, 4th Floor, Iswarya Nilayam, Dwarakapuri Colony,
 Opp: Saibaba Temple, Punjagutta, Hyderabad, Telangana-500082.

INTERNAL AUDITORS:

S Siva Parvathi & Associates, Chartered Accountants, (Firm Registration No.020872S),
 #202, 2nd Floor, Pavani Annexe, Road No. 2, Banjara Hills, Hyderabad, Telangana, India- 500034.

COST AUDITOR:

PCR & ASSOCIATES, Cost Accountants (Firm Registration No.000355),
 Plot No. 80/A, Flat No 402, 4th Floor, Srinivasam Apartment, Western Hills, Pragati Nagar Road,
 Opp. JNTU, Kukatpally, Hyderabad, Telangana, India- 500085

REGD. OFFICE & FACTORY:

Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana 502291.

ADMINISTRATION OFFICE:

Plot No: 43, The Park View 1st Floor, Lumbini Avenue, Gachibowli, Hyderabad - 500032, Telangana, India.

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

Venture Capital and Corporate Investments Private Limited,
 "Aurum", D No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase – II,
 Gachibowli, Serilingampally, Hyderabad, Telangana, India – 500 032.
 Email: investor.relations@vccipl.com, Phone: 040 23818475/476



BOARD COMMITTEES

1. Audit Committee:

Name of the Director	Category	Designation
Bharath Reddy Guntuku	Chairperson	Non-Executive - Independent Director
Vidyasagar Devabhakthuni	Member	Non-Executive - Independent Director
Sanagari Kondal Reddy	Member	Non-Executive - Independent Director

2. Nomination Remuneration Committee:

Name of the Director	Category	Designation
Vidyasagar Devabhakthuni	Chairperson	Non-Executive - Independent Director
Bharath Reddy Guntuku	Member	Non-Executive - Independent Director
Padmaja Surapureddy	Member	Non-Executive - Independent Director
Sanagari Kondal Reddy	Member	Non-Executive - Independent Director

3. Stakeholders Relationship Committee:

Name of the Director	Category	Designation
Bharath Reddy Guntuku	Chairperson	Non-Executive - Independent Director
Sunil Vishram Chawda	Member	Executive Director
Padmaja Surapureddy	Member	Non-Executive - Independent Director
Vidyasagar Devabhakthuni	Member	Non-Executive - Independent Director

**NOTICE**

Notice is hereby given that the 31st Annual General Meeting of the Members of Oxygenta Pharmaceutical Limited will be held on Monday, 30th September, 2024, at 03.00 P.M. at the registered office of the Company at Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana 502291, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2024, together with the reports of the Board of Directors ('the Board's Report) and Auditors thereon.**

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

- 2. To appoint a director in place of Mr. Sunil Vishram Chawda (DIN: 02369151), who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Vishram Chawda (DIN: 02369151), who retires by rotation at this meeting, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

SPECIAL BUSINESS:

- 3. Appointment of Mrs. Aakanksha Sachin Dubey (DIN: 08792778) as Non-Executive Independent Director of the Company**

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 section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Aakanksha Sachin Dubey (DIN: 08792778), who was appointed as an Additional Director in the category of Non-Executive and Independent by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 05th September, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company 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 Director and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office with effect from 05th September, 2024 for term of five consecutive years.

"RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

- 4. Approval of Material Related Party Transactions for the FY 2024-25 with Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)**

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 **Qemiq Pharma Private Limited ("Qemiq")**, 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 **Qemiq**, for an aggregate value upto ¹ 20,00,00,000 (Rupees Twenty Crores), for availing financial services, 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 **Qemiq**.

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."

5. Approval of Material Related Party Transactions for the FY 2024-25 with **Srivilas Hydrotech Private Limited**.

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 **Srivilas Hydrotech Private Limited ("Srivilas")**, 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 **Srivilas**, for an aggregate value upto ¹ 20,00,00,000 (Rupees Twenty 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 **Srivilas**.

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."

6. Approval of Material Related Party Transactions with for the FY 2024-25 with Classic Chemicals.

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 **Classic Chemicals ("Proprietorship")**, 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 **Classic Chemicals**, for an aggregate value upto ¹ 20,00,00,000 (Rupees Twenty 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 **Classic Chemicals**.

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."

7. Approval of Material Related Party Transactions for the FY 2024-25 with Amigos Minerals LLP, 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 Minerals LLP ("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 ¹ 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."

8. To ratify the remuneration payable to Cost Auditors.

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 148(3) and other applicable provisions, if any, of the Companies Act,2013 and the Companies (Audit and Auditors) Rules,2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force),the remuneration payable to PCR & ASSOCIATES, Cost Accountants (Firm Registration No.000355), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March 2025, amounting to Rs.50,000/- (Rupees Fifty thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

By the Order of the Board
For Oxygenta Pharmaceutical Limited

Sd/-

Vankineni Sai Sudhakar
Chairman and Managing Director
(DIN :00733001)

Place: Hyderabad
Date: 05th September, 2024

Registered office:

Survey No. 252/1, Aroor Village, Sadasivapet Mandal,
Sangareddy District, Telangana State - 502291.
CIN: L24110TG1990PLC012038
Email: cs@oxygentapharma.com
Website: www.oxygentapharma.com

NOTES FOR MEMBERS:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxy (ies) to attend and vote on poll, instead of himself/herself. A proxy need not be a member of the company. The instrument appointing the proxy should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the annual general meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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.

2. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours upto the date of the Annual General Meeting.
6. Members holding shares in Physical form are requested to advise any change of address immediately to the Company/ Registrar and Share Transfer Agent.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank details of the members of the Company 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 may submit their PAN and bank details to the Company / Venture Capital and Corporate Investments Private Limited (RTA).

8. Members who are holding Physical Shares in identical order of names in more than one folio are requested to send to the Company or to the Company's Share Transfer agent, the details of such folios together with the Share Certificates for consolidating their holding into single folio. The Share Certificates will be returned to the members after making requisite changes thereon.
9. Members are requested to mandatorily quote their Registered Folio No. or Demat Account No. and Depository Participant Identification Number (DPID No) on all correspondence with the company.

Securities and Exchange Board of India [SEBI] has mandated that securities of Listed Companies can be transferred only in dematerialised form with effect from April 1, 2019. Accordingly, the Company / the RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

10. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible. 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.
11. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) is attached herewith to the Notice.
12. Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished along with this Notice. The Directors have furnished the requisite consent/declaration for their appointment /re-appointment. Further Additional Disclosure in terms of Section II of Part II of Schedule V of the Companies Act, 2013 furnished herewith and forms part of the Notice.
13. The register of Directors and Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM.



14. Explanatory Statement only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at1) https://eservices.nsdl.com/SecureWeb/IdideasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen



Type of Shareholders	Login Method
	will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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



6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details or Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant i.e. Oxygenta Pharmaceutical Limited, on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@oxygentapharma.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By the Order of the Board
For Oxygenta Pharmaceutical Limited

Place: Hyderabad

Date: 05th September, 2024

Sd/-
Vankineni Sai Sudhakar
Chairman and Managing Director
(DIN :00733001)

**EXPLANATORY STATEMENT**

(Pursuant To Section 102 of the Companies Act, 2013 And Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015)

Item No. 3:

Mrs. Aakanksha Sachin Dubey(08792778), was appointed as an Additional Director (Non-Executive Independent Director) of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act"), read with applicable rules, by the Board of Directors of the Company, effective from 05th September 2024, for a term of 5 years, subject to the approval of the Members of the Company.

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, re-appointment 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. Aakanksha Sachin Dubey(08792778), requires the approval of the members by way of a special resolution.

Mrs. Aakanksha Sachin Dubey(08792778), possesses immense wealth of knowledge and expertise in her field and brings vast and rich experience that would definitely help the Company to take itself to the next level of growth. The NRC and the Board are of the opinion that the association of Mrs. Aakanksha Sachin Dubey(08792778), would help the Company strengthen its Business Operations. The Board also believes that she possesses appropriate skills, expertise and competencies in the context of the Company's businesses.

The Company has received a Notice in writing from its member as required under Section 160 of the Act proposing the candidature of Mrs. Aakanksha Sachin Dubey(08792778), for the office of Director of the Company.

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.

The Company has also received from Mrs. Aakanksha Sachin Dubey(08792778), (i) consent in writing to act as Independent Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that he is not disqualified to act as Director under Section 164(2) of the Act (iii) declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

In terms of Sections 149 and 152 and Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mrs. Aakanksha Sachin Dubey (08792778), fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations and is independent of the management as well.

Pursuant to the provisions of Section 149 of the Act, an independent director shall hold office for a term upto 5 (Five) consecutive years on the Board of a company and such Director shall not be included in the total number of directors for calculating the number of directors who would retire by rotation.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Mrs. Aakanksha Sachin Dubey (08792778), as an Independent Director on the Board of the Company for a term of five consecutive years effective from 05th September, 2024 to 04th September, 2029.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mrs. Aakanksha Sachin Dubey (08792778), and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till the Date of Annual General Meeting and also electronically. Members may send a request along with their DP/ Client ID or Folio No. from their registered e-mail address to the Company at cs@oxygentapharma.com.

Except Mrs. Aakanksha Sachin Dubey (08792778) being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

More details about Mrs. Aakanksha Sachin Dubey (08792778) are provided in the "Annexure" to the Notice pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI.

Hence the special resolution laid at Item No. 3 in the Notice attached hereto, is recommended by the Board for your consideration and approval.

Item No. 4:

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.

Qemiq Pharma Private Limited (*formerly known as ARR Capital Investment Private Limited*) (“**Qemiq**”) is private company and it is the associate company of Oxygenta Pharmaceutical Limited (**the “Company”**) and accordingly, a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations.

Qemiq will provide financial services to the company, and Company also planning to enter various transactions with **Qemiq** regarding 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 **Qemiq** for an aggregate amount up to 1 20 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 **Qemiq**.

Details of the proposed transactions with **Qemiq** 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	Qemiq Pharma Private Limited
b.	Nature of relationship [including nature of its interest (financial or otherwise)]	Associate Company.
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	None
d.	Nature, material terms, monetary value and particulars of contracts or arrangements	Availing financial services, and other transactions for the purpose of business.
e.	Value of the proposed transaction	Upto an amount of Rs. 20 cr.
f.	Percentage of annual turnover of the Company considering FY2023-24 as the immediately preceding financial year	50.45 percent of the turnover of the company
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the Statement to Resolution No. 4.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or 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. 4 of the accompanying Notice to the shareholders for approval.

Item No. 05:

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.

Srivilas Hydrotech Private Limited (“**Srivilas**”) is private company in which director of Oxygenta Pharmaceutical Limited (**the Company**) i.e. Sunil Vishram Chawda is a member and director and accordingly, a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations.

Srivilas will provide financial services to the company, and Company also planning to enter various transactions with Srivilas 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 Srivilas for an aggregate amount up to ¹ 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 Srivilas.

Details of the proposed transactions with Srivilas 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	Srivilas Hydrotech Private Limited
b.	Nature of relationship [including nature of its interest (financial or otherwise)]	Private company in which a director is a member or director.
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Sunil Vishram Chawda
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. 20 cr.
f.	Percentage of annual turnover of the Company considering FY2023-24 as the immediately preceding financial year	50.45 percent of the turnover of the company
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the Statement to Resolution No. 5.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or 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	
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 except Mr. Sunil Vishram Chawda, Executive director of the company.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 5 of the accompanying Notice to the shareholders for approval.

Item No. 06:

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.

Classic Chemicals (Proprietorship) is in the business of trading of raw materials and facilitating products in our Company's business operations. Classic Chemicals will act as one of the procurement agency for Our Company and its related parties.

Since Classic Chemicals sources the same commodity for our Company, Company is able to take advantage of the large volumes at a better negotiated price for its comparatively smaller volume.

Classic Chemicals (Proprietorship) in which director of Oxygenta Pharmaceutical Limited (**the "Company"**) i.e. Sunil Vishram Chawda is a proprietor and accordingly, a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations.

Classic Chemicals will provide financial services to the company, and Company also planning to enter various transactions with Classic Chemicals 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 Classic Chemicals for an aggregate amount up to 1 20 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 Classic Chemicals.

Details of the proposed transactions with Classic Chemicals 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	Classic Chemicals (Proprietorship)
b.	Nature of relationship [including nature of its interest (financial or otherwise)]	Proprietor is one of the director in the company.
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Sunil Vishram Chawda
d.	Nature, material terms, monetary value and particulars of contracts or arrangements	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. 20 cr.
f.	Percentage of annual turnover of the Company considering FY2023-24 as the immediately preceding financial year	50.45 percent of the turnover of the company
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the Statement to Resolution No. 6.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or 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 except Mr. Sunil Vishram Chawda, Executive director of the company.

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.

Item No. 07:

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 Minerals LLP (“Amigos”) in which Designated Partner Mr. M.V.S.Prasad Reddy is the Proposed promoter 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 1 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 Minerals LLP
b.	Nature of relationship [including nature of its interest (financial or otherwise)]	Designated partner is Proposed Promoter 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 FY2023-24 as the immediately preceding financial year	126.13 percent of the turnover of the company
2.	Justification for the transaction	Please refer to ‘Background, details and benefits of the transaction’ which forms part of the Statement to Resolution No. 7.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or 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. 7 of the accompanying Notice to the shareholders for approval.

Item No. 08:

The Board, on the recommendations of the Audit Committee, has approved the appointment of PCR & ASSOCIATES, Cost Accountants (Firm Registration No.000355), to conduct the audit of the cost records of the Company for the financial year 2024 -25 at a remuneration of Rs.50000/- (Rupees Fifty Thousand only)

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought by way of Ordinary resolution for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March, 2025.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested, financially or otherwise in the above resolution.

**By the Order of the Board
For Oxygenta Pharmaceutical Limited**

**SD/-
Vankineni Sai Sudhakar
Chairman and Managing Director
(DIN :00733001)**

Date: 05th September, 2024

Place: Hyderabad

**Annexure to the Notice of AGM**

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 Mr. Sunil Vishram Chawda (DIN: 02369151) given below:

Name of the Director	Mr. Sunil Vishram Chawda (DIN: 02369151)
Date of Appointment including terms and conditions of appointment	Retires by rotation in the ensuing AGM, and being eligible offering himself for reappointment. He shall be subject to retirement by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013. No other specific terms and conditions
Date of first appointment on the Board	04 th September 2023
Date of Birth	07 th May 1958
Expertise in Specific Functional areas and Experience	He has been working in Pharma Industry for more than 30 years and having very well knowledge in the field.
Educational Qualification	Graduation (B.com)
Directorships in other Companies	1. Activz Lifesciences (I) Private Limited 2. Srivilas Hydrotech Private Limited 3. Mahima Appliances Private Limited
Membership / Chairmanship of committees of Other Boards	Nil
Remuneration	Nil
Shareholding in the Company as on 31.03.2023	41,61,200
Relationship between Directors inter-se/ Manager and KMPs	Nil
Number of Meetings of the Board attended during the year	4



Profile of Mrs. Aakanksha Sachin Dubey (08792778) is given below:

Name of the Director	Mrs. Aakanksha Sachin Dubey (08792778)
Date of Appointment including terms and conditions of appointment	Appointed on 05 th September, 2024, as Non -Executive Independent director of the company.
Date of first appointment on the Board	05 th September 2024
Date of Birth	09/03/1992
Expertise in Specific Functional areas and Experience	She is Qualified Company secretary having more than 11 years of experience in the secretarial, compliance, governance, and legal affairs.
Educational Qualification	Company Secretary, LLB, B.Com
Directorships in other Companies	1. Bandaram Pharma Packtech Limited 2. Palred Technologies Limited
Membership / Chairmanship of committees of Other Boards	2
Remuneration	Nil
Shareholding in the Company as on 31.03.2023	Nil
Relationship between Directors inter-se/ Manager and KMPs	Nil
Number of Meetings of the Board attended during the year	NA