



To

Date: 28.08.2025

The Manager  
**BSE Limited**  
P. J. Towers, Dalal Street  
Mumbai-400001

Dear Sir/ Madam,

**Sub: Submission of Notice of 32<sup>nd</sup> Annual General Meeting for the Financial Year 2024-25 under Regulation 34 of SEBI (LODR) Regulations, 2015.**

**Unit: Oxygenta Pharmaceutical Limited**

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In Compliance with Regulation 34 of SEBI (LODR) Regulations, 2015, we are herewith submitting the Notice of the 32<sup>nd</sup> Annual General Meeting for the Financial Year 2024-25. The Annual General Meeting of the Company is scheduled to be held on Friday, 19<sup>th</sup> day of September, 2025 at 03:00 P.M. through Video Conference “VC” / Other Audio-Visual Means. The annual report along with the notice was dispatched on 28<sup>th</sup> August, 2025.

Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link of the Annual Report, being sent to those members who have not registered their e-mail address, is available on the Company’s website at <https://www.oxygentapharma.com/> .

This is for the information and records of the exchange, please.

Thanking You.

**Yours faithfully,**  
**For Oxygenta Pharmaceutical Limited**

**Balasubba Reddy Mamilla**  
**Executive Director**  
**(DIN: 01998852)**

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**OXYGENTA PHARMACEUTICAL LIMITED** (Subsidiary of **VIRUPAKSHA ORGANICS LIMITED**)

(An ISO 9001:2015, ISO 14001:2018 and ISO 45001:2015 Certified Company)

Regd off.& Factory: Sy.No. 252/1, Aroor (V), Sadasivapet (M), Sangareddy (Dist)-502 291, Telangana, INDIA. Tel: 08455-250080

Corp. Office: Level-1, Plot No. B1 & B2, IDA Gandhi Nagar, Kukatpally, Hyderabad – 500 037, Telangana, INDIA.

E-Mail id: [info@oxygentapharma.com](mailto:info@oxygentapharma.com). Website: [www.oxygentapharma.com](http://www.oxygentapharma.com),

Phone 040-23073417, CIN: L24110TG1990PLC012038

**NOTICE**

Notice is hereby given that the 32nd Annual General Meeting of the members of Oxygenta Pharmaceutical Limited will be held on Friday, the 19th day of September, 2025 at 03:00 P.M. through Video Conferencing/ Other Audio Visual Means (OAVM), to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a director in place of Mr. Chandra Mouliswar Reddy Gangavaram (DIN: 00046845), who retires by rotation and being eligible, offers himself for re-appointment.

**“RESOLVED THAT** pursuant to the applicable provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Chandra Mouliswar Reddy Gangavaram (DIN: 00046845), 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. **TO APPROVE THE APPOINTMENT OF M/S. AAKANKSHA DUBEY & CO., PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS 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 applicable provisions of Section 204 read with Rule 9 Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and pursuant to Regulation 24A of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder [including any statutory modification or re-enactment thereof for the time being in force] and pursuant to the recommendation of the Audit Committee and Board of the Company, the consent of the shareholders of the Company be and is hereby accorded for appointment of M/s. Aakanksha Dubey & Co., Practicing Company Secretaries (UID No. S2025TS1021000) as Secretarial Auditors of the Company, for the first term of five (5) consecutive years to hold office from April 1, 2025 to March 31, 2030 (“the Term”), on such terms & conditions, including remuneration as may be determined by the Board of Directors.”

**“RESOLVED FURTHER THAT** consent of the Members is hereby accorded to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.”

**“FURTHER RESOLVED THAT** the Board be and is hereby authorized to file all the necessary forms with the office of Registrar of Companies and to do all other acts, deeds, things as may be necessary to give effect to the above resolution.”

4. **TO APPOINT MR. CHANDRA MOULISWAR REDDY GANGAVARAM (DIN: 00046845) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013, provisions of SEBI (LODR) Regulations, 2015 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chandra Mouliswar Reddy Gangavaram (DIN: 00046845), who was appointed by the Board of Directors as an Additional Director (Category: Executive Director) of the Company on recommendation of Nomination and Remuneration Committee with effect from 20th June, 2025 who holds office up to the date of this Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is

earlier and who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Chandra Mouliswar Reddy Gangavaram (DIN: 00046845) as Whole Time Director of the Company for a term of 5 years w.e.f. 20th June, 2025.”

**“RESOLVED FURTHER THAT** in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration, if any inclusive of perquisites, and allowances etc. within such prescribed limits.”

**“RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits during his tenure the Company shall pay to Mr. Chandra Mouliswar Reddy Gangavaram (DIN:00046845), remuneration, if any inclusive of all perquisites and allowances shall not exceed the limits prescribed from time to time under sections 196, 197 read with Schedule V to the Companies Act 2013, for the time being in force.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution including filing of necessary E-forms with the Registrar of Companies, Hyderabad.”

**5. TO APPOINT MR. BALASUBBA REDDY MAMILLA (DIN: 01998852) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013, provisions of SEBI (LODR) Regulations, 2015 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Balasubba Reddy Mamilla (DIN: 01998852), who was appointed by the Board of Directors as an Additional Director (category-Executive) of the Company on recommendation of Nomination and Remuneration Committee with effect from 20th June, 2025 who holds office up to the date of this Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Balasubba Reddy Mamilla (DIN: 01998852) as Whole Time Director of the Company for a term of 5 years w.e.f. 20th June, 2025.”

**“RESOLVED FURTHER THAT** in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration, if any inclusive of perquisites, and allowances etc. within such prescribed limits.”

**“RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits during his tenure the Company shall pay to Mr. Balasubba Reddy Mamilla (DIN: 01998852), remuneration, if any inclusive of all perquisites and allowances shall not exceed the limits prescribed from time to time under sections 196, 197 read with Schedule V to the Companies Act 2013, for the time being in force.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution including filing of necessary E-forms with the Registrar of Companies, Hyderabad.”

**6. TO APPOINT OF MRS. VEDAVATHI GANGAVARAM (DIN: 02870966) AS NON-EXECUTIVE DIRECTOR 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') including any statutory modification(s) or reenactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Vedavathi Gangavaram (DIN: 02870966) who was appointed by the Board of Directors as an Additional Director (Category: Non-Executive) of the Company on the recommendation of Nomination and Remuneration Committee with effect from 20th June, 2025 and who holds office up to the date of this Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director (category-Non- Executive) of the Company and who shall be to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, desirable, proper or expedient including filing of necessary e-forms with the Registrar of Companies, Telangana to give effect to this resolution.”

**7. TO APPOINT MR. VEERA REDDY ARAVA (DIN 10832178) AS AN 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 Sections 149, 150, and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mr. Veera Reddy Arava (DIN 10832178), who was appointed as an Additional Director of the Company in the Independent category in the board meeting, pursuant to recommendation of Nomination and Remuneration Committee in their meeting held on 20th June, 2025, and who holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 20th June, 2025 to 19th June, 2030, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Veera Reddy Arava (DIN 10832178) as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana and things as may be required to be done to give effect to the above mentioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

**8. TO APPOINT MR. SIDDA REDDY KANUPARTHI (DIN 07156289) AS AN 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 Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI Listing Regulations”), and other applicable



provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mr. Sidda Reddy Kanuparthi (DIN 07156289), who was appointed as an Additional Director of the Company in the Independent category, in the board meeting, pursuant to recommendation of Nomination and Remuneration Committee in their meeting held on 20th June, 2025, and who holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 20th June, 2025 to 19th June, 2030, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Sidda Reddy Kanuparthi (DIN 07156289) as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana and things as may be required to be done to give effect to the abovementioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

**9. TO APPOINT MRS. SHARVARI SWAPNIL SHINDE (DIN 11149764) AS AN 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 Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mrs. Sharvari Swapnil Shinde (DIN 11149764), who was appointed as an Additional Director of the Company in the Independent category, in the board meeting, pursuant to recommendation of Nomination and Remuneration Committee in their meeting held on 20th June, 2025, and who holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 20th June, 2025 to 19th June, 2030, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mrs. Sharvari Swapnil Shinde (DIN 11149764) as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana and things as may be required to be done to give effect to the abovementioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

**10. TO APPROVE POWER TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013, NOT EXCEEDING RS. 200 CRORES:**

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

**“RESOLVED THAT** in supersession of all earlier resolutions passed by the members of the Company in this regard and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/ or any other lending institutions in India or abroad and/ or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting,

issue of Non-Convertible Debentures/Fully Convertible Debentures/ Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of Rs. 200 Crores (Rupees Two Hundred Crores) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

**” RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.”

**11. TO SEEK APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs. 200 Crores (Rupees Two Hundred Crores) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/ Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

**12. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS (SALE AND PURCHASE) OF THE COMPANY WITH M/S. VIRUPAKSHA ORGANICS LIMITED, HOLDING 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 Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis, the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ continue to enter into Material

Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Virupaksha Organics Limited, Holding Company and a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, for an aggregate value not exceeding Rs. 200 Crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. in Crores)
Sales	Holding Company	100.00
Purchases	Holding Company	100.00

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and 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 Chief Financial Officer or Company Secretary or any other Officer(s)/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 in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**13. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS (LOAN AND GUARANTEE) OF THE COMPANY WITH M/S. VIRUPAKSHA ORGANICS LIMITED, HOLDING 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 Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis, the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Virupaksha Organics Limited, Holding Company and a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, for an aggregate value not exceeding Rs. 100 Crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. in Crores)
Availing Loans	Holding Company	50.00
Availing Guarantees	Holding Company	50.00

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and 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 Chief Financial Officer or Company Secretary or any other Officer(s)/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 in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**14. RATIFICATION OF PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2025-26:**

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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration payable to PCR & Associates, Cost Accountants (Firm Registration No.000355) who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year ending 31st March 2026, amounting to Rs. 65,000/- P.A. (Rupees Sixty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, as may be deemed necessary, desirable proper or expedient and file necessary e-forms with the Registrar of Companies, Telangana to give effect to this resolution and for matters connected there with or incidental thereto.”

**FOR AND ON BEHALF OF THE BOARD OF  
OXYGENTA PHARMACUTICAL LIMITED**

**PLACE: HYDERABAD  
DATE: 25.08.2025**

**Sd/-  
CHANDRA MOULISWAR REDDY GANGAVARAM  
WHOLE-TIME DIRECTOR  
(DIN: 00046845)**

**NOTES:**

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.oxygentapharma.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
9. The Company has appointed M/s. Aakanksha Dubey & Co., Practicing Company Secretary, as scrutinizer of the Company to scrutinize the voting process.
10. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2025 to 19th September, 2025 (Both days inclusive).

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

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

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

- (i) The voting period begins on Tuesday, the 16th day of September, 2025 (9.00 A.M. IST) and ends on Thursday, the 18th day of September, 2025 (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, the 12th day of September, 2025 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> </ol>

	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 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](http://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](http://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:



	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>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.</li> </ul>
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> <p>1. 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.</p>

- (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 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](http://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](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 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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](mailto: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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**FOR AND ON BEHALF OF THE BOARD OF  
OXYGENTA PHARMACEUTICAL LIMITED**

**PLACE: HYDERABAD  
DATE: 25.08.2025**

**Sd/-  
CHANDRA MOULISWAR REDDY GANGAVARAM  
WHOLE-TIME DIRECTOR  
(DIN: 00046845)**

**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**ITEM NO. 3: TO APPROVE THE APPOINTMENT OF M/S. AAKANKSHA DUBEY & CO., PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY.**

The Board of Directors of the Company pursuant to the recommendation of the Audit Committee, in their meeting held on 14th August, 2025 approved that M/s. Aakanksha Dubey & Co., Practicing Company Secretaries, Hyderabad be appointed as the Secretarial Auditor of the Company, subject to the consent of the members, to conduct the Secretarial Audit of the Company.

M/s. Aakanksha Dubey & Co., Practicing Company Secretaries, have conveyed their consent for appointment as the Secretarial Auditors of the Company along with a confirmation that, their appointment, if made, will be within the limits specified under Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. They have also confirmed that they are not disqualified from the appointment as Secretarial Auditor in terms of the Provisions of Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Accordingly, after due deliberations on the subject matter, M/s. Aakanksha Dubey & Co., were recommended to be appointed as secretarial auditor of the company for the Financial Years – 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30.

In terms of requirements of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended effective April 1, 2019, details of proposed remuneration and credentials of the proposed Secretarial Auditor are provided below:

a.	Proposed fees payable to the Secretarial auditor(s).	The proposed fee to be paid to M/s. Aakanksha Dubey & Co., Company Secretaries towards secretarial audit report along with the issuance of certificates in accordance with guidelines laid down under SEBI and Companies Act, 2013 for the financial year 2025-26 aggregating to Rs. 3,00,000/- (Rupees Three Lakhs Only) plus applicable taxes along with out-of-pocket expenses.
b.	Terms of appointment	Accordingly, pursuant to sec. 204 of Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 it is proposed to appoint M/s. Aakanksha Dubey & Co., to conduct secretarial audit for FYs 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30 subject to approval of shareholders at the ensuing AGM.
c.	Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in fee to be paid to the incoming Secretarial Auditor proposed to be appointed through the ordinary resolution as set out at Item No. 3 of the Notice.
d.	Basis of Recommendation for appointment/ Re-appointment	The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Aakanksha Dubey & Co., as the Secretarial Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and eligibility criteria prescribed under the Act and Regulations

e.	Credentials of the secretarial auditor(s) proposed to be appointed	M/s. Aakanksha Dubey & Co. (Firm Registration Number: S2025TS1021000) ('Secretarial Audit Firm'), established in the year 2025, is a newly registered firm with Ms. Aakanksha Sachin Dubey being the proprietor specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India. The Firm also holds a valid Peer Review Certificate. M/s. Aakanksha Dubey & Co. have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.
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None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

**ITEM NO. 4: TO APPOINT MR. CHANDRA MOULISWAR REDDY GANGAVARAM (DIN: 00046845) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:**

The members may note that Mr. Chandra Mouliswar Reddy Gangavaram was appointed as an Additional Director of the company in the Executive Category, with effect from 20th June, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Pursuant to recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 20th June, 2025, approved the appointment of Mr. Chandra Mouliswar Reddy Gangavaram as Whole Time Director of the Company with effect from 20th June, 2025 for a period of 5 years commencing from 20th June, 2025 to 19th June, 2030 without any remuneration which is subject to approval of the shareholders. The Board of directors shall have the liberty to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration, if any in future, subject to the approval of shareholders in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Chandra Mouliswar Reddy Gangavaram in this regard.

Except Mr. Chandra Mouliswar Reddy Gangavaram, Whole- Time Director and Mr. Balasubba Reddy Mamilla, Whole- Time Director and Mrs. Vedavathi Gangavaram, Director being related to the Whole- Time Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, directly or indirectly, financially or otherwise, in the resolution as set out at Item No. 4.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no.4 of the Notice.

## Information in accordance with Schedule V of Companies Act, 2013:

## I. GENERAL INFORMATION:

1.	<b>Nature of Industry:</b> Pharmaceuticals		
2.	<b>Date or expected date of commencement of commercial operations:</b> 27.11.1990		
3.	<b>In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects :</b> Not Applicable		
4	Financial performance based on given indications:		
	Particulars	2024-25 (Rs. in lakhs)	2023-24 (Rs. in lakhs)
	Turnover	10929.86	3964.21
	Net profit after Tax	(1,029.83)	(347.93)
			2022-23 (Rs. in lakhs)
			3098.75
			(1,157.10)
5	<b>Foreign investments or collaborations, if any:</b> Not Applicable		

## II. INFORMATION ABOUT THE APPOINTEE:

1.	<b>Background Details:</b> Mr. Chandra Mouliswar Reddy Gangavaram holds Master's degree in Organic Chemistry and has more than 35 years of experience in the pharmaceutical industry.
2.	<b>Past Remuneration:</b> Not Applicable
3.	<b>Recognition or awards:</b> Not Applicable
4.	<b>Job Profile and his suitability:</b> The Industry in which Oxygenta operates demands from the top management a great amount of experience in the field of pharmaceutical industry. Mr. Chandra Mouliswar Reddy Gangavaram was involved in business development of various Bulk Drugs and API. He is an engineering graduate from Andhra University, with experience of over 35 years in the Industry.
5.	<b>Remuneration proposed:</b> No remuneration
6.	<b>Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):</b> Taking into consideration of the size of the Company, the profile of Mr. Chandra Mouliswar Reddy Gangavaram and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:</b> Mr. Chandra Mouliswar Reddy Gangavaram is the Promoter and Managing Director of M/s. Virupaksha Organics Limited (Holding Company)
8.	<b>Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:</b> None

**III. OTHER INFORMATION:**

1.	<b>Reasons for inadequate profits:</b> NA.
2.	<b>Steps taken or proposed to be taken for improvement:</b> Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.
3.	<b>Expected increase in productivity and profit in measurable terms:</b> The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

**ITEM NO. 5: TO APPOINT MR. BALASUBBA REDDY MAMILLA (DIN: 01998852) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:**

The members may note that Mr. Balasubba Reddy Mamilla (DIN: 01998852) was appointed as an Additional Director of the company in the executive category, with effect from 20th June, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Pursuant to recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 20th June, 2025, approved the appointment of Mr. Balasubba Reddy Mamilla as Whole time Director of the Company with effect from 20th June, 2025 for a period of 5 years commencing from 20th June, 2025 to 19th June, 2030 without any remuneration which is subject to approval of the shareholders. The with liberty to the Board of directors shall have the liberty to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration, if any in future, subject to the approval of shareholders to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Balasubba Reddy Mamilla in this regard.

Except Mr. Balasubba Reddy Mamilla, Whole- Time Director and Mr. Chandra Mouliswar Reddy Gangavaram, Whole- Time Director and Mrs. Vedavathi Gangavaram, Director being related to the Whole- Time Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, directly or indirectly, financially or otherwise, in the resolution as set out at Item No. 5.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no.5 of the Notice.

**Information in accordance with Schedule V of Companies Act, 2013:****I. GENERAL INFORMATION:**

1.	<b>Nature of Industry:</b> Pharmaceuticals			
2.	<b>Date or expected date of commencement of commercial operations:</b> 27.11.1990			
3.	<b>In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects :</b> Not Applicable			
4	Financial performance based on given indications:			
	Particulars	2024-25 (Rs. in lakhs)	2023-24 (Rs. in lakhs)	2022-23 (Rs. in lakhs)
	Turnover	10929.86	3964.21	3098.75
	Net profit after Tax	(1,029.83)	(347.93)	(1,157.10)
5	<b>Foreign investments or collaborations, if any:</b> Not Applicable			

**II. INFORMATION ABOUT THE APPOINTEE:**

1.	<b>Background Details:</b> Mr. Balasubba Reddy Mamilla holds Bachelor's degree in Civil Engineering and has more than 30 Years of administration and technical expertise in Pharmaceutical Industry.
2.	<b>Past Remuneration:</b> Not Applicable
3.	<b>Recognition or awards:</b> Not Applicable
4.	<b>Job Profile and his suitability:</b> The Industry in which Oxygenta operates demands from the top management a great amount of experience in Pharmaceutical Industry. Mr. Balasubba Reddy Mamilla did Bachelor's degree in Civil Engineering and has more than 30 Years of administration and technical expertise in Pharmaceutical Industry.
5.	<b>Remuneration proposed:</b> No remuneration
6.	<b>Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):</b> Taking into consideration of the size of the Company, the profile of Mr. Balasubba Reddy Mamilla and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:</b> Mr. Balasubba Reddy Mamilla is the Promoter and Managing Director of M/s. Virupaksha Organics Limited (Holding Company)
8.	<b>Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:</b> None

**III. OTHER INFORMATION:**

1.	<b>Reasons for inadequate profits:</b> NA.
2.	<b>Steps taken or proposed to be taken for improvement:</b> Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.
3.	<b>Expected increase in productivity and profit in measurable terms:</b> The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

**ITEM NO. 6: TO APPOINT OF MRS. VEDAVATHI GANGAVARAM (DIN: 02870966) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 20th June, 2025 appointed Mrs. Vedavathi Gangavaram as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from her appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise, and competencies required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, concluded and recommended to the Board that Mrs. Vedavathi Gangavaram's qualifications and extensive experience meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mrs. Vedavathi Gangavaram possesses the identified core skills, expertise, and competencies fundamental for effective functioning in his role as a Non-Executive Director of the Company.



Further, Mrs. Vedavathi Gangavaram is not disqualified from being appointed as a Director under Section 164 of the Act and has given her consent to act as a Director. Accordingly, it is proposed to appoint Mrs. Vedavathi Gangavaram as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

The Board recommends an Ordinary Resolution set out at item no. 6 of the accompanying notice for approval of Members.

Except Mrs. Vedavathi Gangavaram, Director, Mr. Balasubba Reddy Mamilla, Whole- Time Director and Mr. Chandra Mouliswar Reddy Gangavaram, Whole- Time Director being related to the Whole- Time Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, directly or indirectly, financially or otherwise, in the resolution as set out at Item No. 6.

**ITEM NO. 7: TO APPOINT MR. VEERA REDDY ARAVA (DIN 10832178) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed, Mr. Veera Reddy Arava as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a period of five years with effect from 20th June, 2025, subject to the approval of the Members.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director be appointed to hold office for a term up to five consecutive years on the Board of a Company subject to passing of a special resolution by the Shareholders of the Company within three months of appointment as Director.

Mr. Veera Reddy Arava, holds the PhD in Chemistry from University of Hyderabad and has more than 25 years of rich experience in pharma Sector. The Board has determined that the appointment of Mr. Veera Reddy Arava, would be beneficial to the Company to avail her services as a Non-Executive Independent Director on the Board of the Company.

In the opinion of the Board, Mr. Veera Reddy Arava is a person of integrity and fulfils the conditions specified in the Act and the rules framed thereunder for appointment as a Non-Executive Independent Director and he is Independent of the Management.

The Company has received declarations from Mr. Veera Reddy Arava, stating that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has given his consent to act as a Director of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 7 of the accompanying notice for the approval by the Members of the Company as a Special Resolution.

Except Mr. Veera Reddy Arava, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

**ITEM NO. 8: TO APPOINT MR. SIDDA REDDY KANUPARTHI (DIN 07156289) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed, Mr. Sidda Reddy Kanuparthi as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a period of five years with effect from 20th June, 2025, subject to the approval of the Members.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director be appointed to hold office for a term up to five consecutive years on the Board of a Company subject to passing of a special resolution by the Shareholders of the Company within three months of appointment as Director.

Mr. Sidda Reddy Kanuparthi holds B.Sc, M.A., CAIIB, PGDFA, L.L.B degrees and he is Banking professional with 31 years of rich and varied exposure in Business development, Branch and Region administration, Corporate Credit. The Board has determined that the appointment of Mr. Sidda Reddy Kanuparthi, would be

beneficial to the Company to avail her services as a Non-Executive Independent Director on the Board of the Company.

In the opinion of the Board, Mr. Sidda Reddy Kanuparthi is a person of integrity and fulfils the conditions specified in the Act and the rules framed thereunder for appointment as a Non-Executive Independent Director and she is Independent of the Management.

The Company has received declaration from Mr. Sidda Reddy Kanuparthi, stating that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has given his consent to act as a Director of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 8 of the accompanying notice for the approval by the Members of the Company as a Special Resolution.

Except Mr. Sidda Reddy Kanuparthi, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

**ITEM NO. 9: TO APPOINT MRS. SHARVARI SWAPNIL SHINDE (DIN 11149764) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed, Mrs. Sharvari Swapnil Shinde as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a period of five years with effect from 20th June, 2025, subject to the approval of the Members.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director be appointed to hold office for a term up to five consecutive years on the Board of a Company subject to passing of a special resolution by the Shareholders of the Company within three months of appointment as Director.

Mrs. Sharvari Swapnil Shinde is a Qualified Company Secretary and having rich experience in Secretarial works for more than 6 years. She has exposure in Corporate Governance. The Board has determined that the appointment of Mrs. Sharvari Swapnil Shinde, would be beneficial to the Company to avail her services as a Non-Executive Independent Director on the Board of the Company.

In the opinion of the Board, Mrs. Sharvari Swapnil Shinde is a person of integrity and fulfils the conditions specified in the Act and the rules framed thereunder for appointment as a Non-Executive Independent Director and she is Independent of the Management.

The Company has received declarations from Mrs. Sharvari Swapnil Shinde, stating that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has given her consent to act as a Director of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 9 of the accompanying postal notice for the approval by the Members of the Company as a Special Resolution.

Except Mrs. Sharvari Swapnil Shinde, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

**ITEM NO. 10 & 11: TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 AND TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY**

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase in the borrowing limit from Rs. 100 Crores (Rupees Hundred Crores) to Rs. 200 Crores (Rupees Two Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 200 Crores (Rupees Two Hundred Crores).

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 200 Crores (Rupees Two Hundred Crores) as stated in the resolutions.

The Board recommends the Special Resolutions set out at Item No. 10 & 11 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, directly/ indirectly concerned or interested, financially or otherwise, in the resolution set out in the Notice.

**ITEM NO. 12: MATERIAL RELATED PARTY TRANSACTIONS (SALE AND PURCHASE) OF THE COMPANY WITH M/S. VIRUPAKSHA ORGANICS LIMITED, HOLDING COMPANY:**

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties require prior approval of the members of the Company. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, the Annual Audited Turnover of Oxygenta Pharmaceutical Limited for the previous financial year 2024-25 was Rs. 1,0929.86 Lakhs and 10% of the Annual Audited Turnover is Rs. 1,092.986 Lakhs. The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Virupaksha Organics Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 25th August, 2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. in Crores)
Sale	Holding Company	100.00
Purchases	Holding Company	100.00

**INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14th FEBRUARY, 2025.**

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management			Comments of the Audit Committee
A. Details of the related party and transactions with the related party					
A (1). Basic details of the related party					
1.	Name of the related party	Oxygenta Pharmaceutical Limited			
2.	Country of incorporation of the related party	India			
3.	Nature of business of the related party	Pharmaceutical			
A (2). Relationship and ownership of the related party					
4.	Relationship between the listed entity/subsidiary and the related party.	Virupaksha Organics Limited is the Promoter and Holding Company of Oxygenta Pharmaceutical Limited.			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	The Listed Entity has no direct or indirect holding in the related party			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	Virupaksha Organics Limited is holding 2,04,77,458 (55.37 %) Equity Shares in Oxygenta Pharmaceutical Limited.			
A (3). Financial performance of the related party					
7.	Standalone turnover of the related party for each of the last three financial years:	S No.	Financial Year	Turnover (in millions)	
		1.	FY_2024-25	8113.95	
		2.	FY_2023-24	7659.91	
		3.	FY_2022-23	6448.38	
8.	Standalone net worth of the related party for each of the last three financial years:	S No.	Financial Year	Net - worth (in millions)	
		1.	FY_2024-25	4578.77	
		2.	FY_2023-24	2753.17	
		3.	FY_2022-23	2097.13	
9.	Standalone net profits of the related party for each of the last three financial years:	S No.	Financial Year	Net - Profit (in millions)	
		1.	FY_2024-25	796.20	
		2.	FY_2023-24	736.84	
		3.	FY_2022-23	430.92	

<b>A (4). Details of previous transactions with the related party</b>			
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.  <b>Note:</b> Details need to be disclosed separately for listed entity and its subsidiary.	Transactions undertaken by the Listed Entity with the Related Party: Nil  Transactions undertaken by the Subsidiaries of Listed Entity: Nil	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Listed Entity have entered into transactions i.e for Sales Rs. 3,34,00,220 and Purchases Rs. 3,36,22,469 total amounting to Rs. 6,70,22,689/- Crores (Rupees Six Crores Seventy Lakhs Twenty Two Thousand Six Hundred and Eighty Nine only)	
12.	Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above -mentioned transactions	
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil	
<b>A (5). Amount of the proposed transactions (All types of transactions taken together)</b>			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Sales – Rs. 100.00/- crores (Rupees Hundred Crores only)  Purchase – Rs.100.00/- crores (Rupees Hundred Crores only)  Total – Rs. 200.00/- crores (Rupees Two Hundred Crores only)	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions is material RPT.	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Value of the Proposed Transaction is Rs. 200.00/- crores (Rupees Two Hundred Crores only) and is around 183 % of Oxygenta Pharmaceutical Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2024-25	

17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction is Rs. 200.00/- crores (Rupees Two Hundred Crores only) and is around 24.6 % of Virupaksha Organics Limited annual Standalone turnover for the immediately preceding financial year i.e. FY 2024-25.	
<b>B. Details for specific transactions</b>			
<b>B (1). Basic details of the proposed transaction</b>			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The transaction involves purchase of goods, sale of goods (i.e., Sale and Purchase of goods and other transactions for business purpose)	
2.	Details of the proposed transaction	<p>Sales – Rs. 100.00/- crores (Rupees Hundred Crores only)</p> <p>Purchase – Rs.100.00/- crores (Rupees Hundred Crores only)</p> <p>Total – Rs. 200.00/- crores (Rupees Two Hundred Crores only)</p>	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01 <sup>st</sup> April, 2025 through 31 <sup>st</sup> March, 2026	
4.	Indicative date / timeline for undertaking the transaction	During the Financial Year 2025-26	
5.	Whether omnibus approval is being sought?	No	
6.	<p>Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.</p> <p>If omnibus approval is being sought, the maximum value of a single transaction during a financial year.</p>	Aggregate Value of the proposed transaction during a financial year – Rs. 200/- crores (Rupees Two Hundred Crores only)	

7.	Whether the RPTs proposed to be entered into are: i. not prejudicial to the interest of public shareholders, and ii. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The Company intends to work closely with Virupaksha Organics Limited ("Holding Company") to meet its business objectives. The Company plans to engage in a range of transactions with the Holding Company, including purchase and sale of goods and services in the ordinary course of business. The aforementioned transactions will not only help both the companies to smoothen and strengthen the business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards the group entities' synergy and sustainability.	
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.  a. Name of the director / KMP  b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Chandra Mouliswar Reddy Gangavaram, Mr. Balasubba Reddy Mamilla and Mrs. Vedavathi Gangavaram holds directly 37,49,763 equity shares, 9,98,127 equity shares and 70,47,774 equity shares respectively in Virupaksha Organics Limited.	

10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.  a. Name of the director / KMP/ partner  b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.	Virupaksha Organics Limited holds 2,04,77,458 equity shares in the Listed Company.	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
12.	Other information relevant for decision making.	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.	
<b>B (2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>			
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Quotation / bid is not obtained, keeping in view the specific nature of transactions in the business of Company.	
14.	Best bid / quotation received.  If comparable bids are available, disclose the price and terms offered.	Not Applicable	
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable	
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Quotation / bid is not obtained, keeping in view the specific nature of transactions in the business of the Company.	
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the Shareholders.	The proposed transactions are routine in nature and in the ordinary course of business & at arm's length. The terms of proposed transactions are as per the market practice and beneficial to the Corporation and its Shareholders.	



- a. **Justification for the proposed transaction:** The Company intends to work closely with Virupaksha Organics Limited ("Holding Company") to meet its business objectives. The Company plans to engage in a range of transactions with the Holding Company, including purchase and sale of goods and services in the ordinary course of business. The aforementioned transactions will not only help both the companies to smoothen and strengthen the business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards the group entities' synergy and sustainability.
- b. **Statement of assessment by the Audit Committee that relevant disclosures for decision making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:** Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.
- c. **Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity:** Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.
- d. **Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Not Applicable
- e. **In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** Quotation/bid is not obtained, keeping in view the specific nature of transactions in the reinsurance business. Further the proposed transactions are routine in nature and in the ordinary course of business & at arm's length. The terms of proposed transactions are as per the market practice and beneficial to the Corporation and its Shareholders.
- f. **Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.
- g. **Any other information that may be relevant:** Nil

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 12.

Except Mrs. Vedavathi Gangavaram, Director, Mr. Balasubba Reddy Mamilla, Whole- Time Director and Mr. Chandra Mouliswar Reddy Gangavaram, Whole- Time Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, directly or indirectly, financially or otherwise, in the resolution as set out at Item No. 12.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 12 of the accompanying Notice to the shareholders for approval.

#### **ITEM NO. 13: MATERIAL RELATED PARTY TRANSACTIONS(LOAN AND GUARANTEE) OF THE COMPANY WITH M/S. VIRUPAKSHA ORGANICS LIMITED, HOLDING COMPANY:**

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties require prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, the Annual Audited Consolidated Turnover of Oxygenta Pharmaceutical Limited for the previous financial year 2024-25 was Rs. 1,0929.86 Lakhs and 10% of the Annual Audited Turnover is Rs. 1,092.986 Lakhs. The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Virupaksha Organics Limited,

subject to the approval of the members, which was placed before them at its respective meetings held on 25th August, 2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. In Crores)
Availing of Loans	Holding Company	50.00
Availing of Guarantee	Holding Company	50.00

**INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14th FEBRUARY, 2025.**

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee		
A. Details of the related party and transactions with the related party					
A (1). Basic details of the related party					
1.	Name of the related party	Oxygenta Pharmaceutical Limited			
2.	Country of incorporation of the related party	India			
3.	Nature of business of the related party	Pharmaceutical			
A (2). Relationship and ownership of the related party					
4.	Relationship between the listed entity/subsidiary and the related party.	Virupaksha Organics Limited is the Promoter and Holding Company of Oxygenta Pharmaceutical Limited.			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	The Listed Entity has no direct or indirect holding in the related party			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	Virupaksha Organics Limited is holding 2,04,77,458 (55.37 %) Equity Shares in Oxygenta Pharmaceutical Limited.			
A (3). Financial performance of the related party					
7.	Standalone turnover of the related party for each of the last three financial years:	S No.	Financial Year	Turnover (in million)	
		1.	FY 2024-25	8113.95	
		2.	FY 2023-24	7659.91	
		3.	FY 2022-23	6448.38	
8.	Standalone net worth of the related party for each of the last three financial years:	S No.	Financial Year	Net - worth (in million)	
		1.	FY 2024-25	4578.77	
		2.	FY 2023-24	2753.17	
		3.	FY 2022-23	2097.13	

9.	Standalone net profits of the related party for each of the last three financial years:	S No.	Financial Year	Net - Profit (in million)	
		1.	FY_2024-25	796.20	
		2.	FY_2023-24	736.84	
		3.	FY_2022-23	430.92	
A (4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.  Note: Details need to be disclosed separately for listed entity and its subsidiary.	Transactions undertaken by the Listed Entity with the Related Party: Nil  Transactions undertaken by the Subsidiaries of Listed Entity: Nil			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Listed Entity have entered into Nil transactions			
12.	Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above -mentioned transactions			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil			
A (5). Amount of the proposed transactions (All types of transactions taken together)					
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 100/- crores (Rupees Hundred Crores only)			
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions is material RPT.			

16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Value of the Proposed Transaction is Rs. 100/- crores (Rupees Hundred Crores only) and is around 91.49 % of Oxygenta Pharmaceutical Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2024-25	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction is Rs. 100/- crores (Rupees Hundred Crores only) and is around 12.32 % of Virupaksha Organics Limited annual Standalone turnover for the immediately preceding financial year i.e. FY 2024-25.	

**B. Details for specific transactions****B (1). Basic details of the proposed transaction**

18.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing loan and / or corporate guarantee or any security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Oxygenta Pharmaceutical Limited for an aggregate value up to Rs. 100/- crores (Rupees Hundred Crores only).	
19.	Details of the proposed transaction	Avail a loan and / or corporate guarantee or security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Oxygenta Pharmaceutical Limited for an aggregate value of up to Rs. 100/- crores (Rupees Hundred Crores only) in different tranches from time to time.	
20.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01 <sup>st</sup> April, 2025 through 31 <sup>st</sup> March, 2026	
21.	Indicative date / timeline for undertaking the transaction	During the Financial Year 2025-26	
22.	Whether omnibus approval is being sought?	No	

23.	<p>Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.</p> <p>If omnibus approval is being sought, the maximum value of a single transaction during a financial year.</p>	<p>Loan and / or corporate guarantee or provide security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Oxygenta Pharmaceutical Limited for an aggregate value of up to Rs. Rs. 100/- crores (Rupees Hundred Crores only) in different tranches from time to time.</p>	
24.	<p>Whether the RPTs proposed to be entered into are:</p> <p>iii. not prejudicial to the interest of public shareholders, and</p> <p>iv. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	<p>Yes, RPTs proposed to be entered into are:</p> <p>c) not prejudicial to the interest of public shareholders, and</p> <p>d) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	<p>Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.</p>
25.	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>	<p>The Company intends to work closely with Virupaksha Organics Limited ("Holding Company") to meet its business objectives. The Company plans to engage in a range of transactions with the Holding Company, including availing of Loans and Guarantees in the ordinary course of business. The aforementioned transactions will not only help both the companies to smoothen and strengthen the business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards the group entities' synergy and sustainability..</p>	
26.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>c. Name of the director / KMP</p> <p>d. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Chandra Mouliswar Reddy Gangavaram, Mr. Balasubba Reddy Mamilla and Mrs. Vedavathi Gangavaram holds directly 37,49,763 equity shares, 9,98,127 equity shares and 70,47,774 equity shares respectively in Virupaksha Organics Limited.</p>	

27.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.  c. Name of the director / KMP/ partner  d. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.	Virupaksha Organics Limited holds 2,04,77,458 equity shares in the Listed Company.  Mr. Chandra Mouliswar Reddy Gangavaram, Mr. Balasubba Reddy Mamilla and Mrs. Vedavathi Gangavaram hold nil shares in the listed company.	
28.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
29.	Other information relevant for decision making.	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.	
<b>B (2). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>			
30.	Rationale for giving guarantee, surety, indemnity or comfort letter	As mentioned in pt. no. 25 above .	
31.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked	Not Applicable	
32.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable	

33.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not applicable.	
34.	Details of solvency status and going concern status of the related party during the last three financial years:	The proposed transactions are routine in nature and in the ordinary course of business & at arm's length. The terms of proposed transactions are as per the market practice and beneficial to the Corporation and its Shareholders.	
35.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil	

**Minimum information to be provided to the shareholders for consideration of RPTs:**

- a. **Information as placed before the Audit Committee in the format as specified in Para 4 of these Standards, to the extent applicable:** Yes, provided the Audit Committee but Point no. B(2) B(3) B(4) B(6) B(7) to B(8) of table forming part of Clause 4 of the Standards is not applicable.
- b. **The Audit Committee can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity from disclosures to shareholders. Further, the Audit Committee shall certify that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making:** Not Applicable
- c. **Justification as to why the proposed transaction is in the interest of the listed entity:** The Company intends to work closely with Virupaksha Organics Limited ("Holding Company") to meet its business objectives. The Company plans to engage in a range of transactions with the Holding Company, including availing of loans and guarantees in the ordinary course of business. The aforementioned transactions will not only help both the companies to smoothen and strengthen the business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards the group entities' synergy and sustainability.
- d. **Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:** Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.
- e. **Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity:** Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.
- f. **Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** In this case valuation report is not required. All the Transactions with Virupaksha Organics Limited are in the Ordinary Course of Company's business and are at Arm's Length basis.
- g. **In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** Not Applicable
- h. **Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.

- i. **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 Act, forming part of this Notice.

The material related party transactions as set out in Item No. 13 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution as set out in Item No. 13 of this Notice for approval of the Members.

Except Mrs. Vedavathi Gangavaram, Director, Mr. Balasubba Reddy Mamilla, Whole- Time Director and Mr. Chandra Mouliswar Reddy Gangavaram, Whole- Time Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, directly or indirectly, financially or otherwise, in the resolution as set out at Item No. 13.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolutions as set out in Item No. 13.

**ITEM NO. 14: RATIFICATION OF PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2025-26:**

Based on the recommendation of the Audit Committee, the Board of Directors in its meeting held on 14th August, 2025 has approved the appointment of M/s. PCR & Associates, (Registration No. 000355), Cost Accountants to conduct the cost audit of the Company for the financial year ending 31st March, 2026 and has fixed their remuneration at Rs. 65,000 /- P.A. (Rupees Sixty-Five Thousand only) per annum plus applicable taxes and out of pocket expenses.

As per the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be subsequently ratified by the shareholders of the Company.

Accordingly, the Board of Directors recommends the passing of the above Resolution as an Ordinary

Resolution as set out in the item no. 14 of the notice. None of the Directors/ Key Managerial Personnel and their relatives of the Company is in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the passing of this Ordinary Resolution for approving the payment of remuneration to the Cost Auditor for The Financial Year 2025-26.



**Additional Information for Item No.s 4 to 9 of the Notice and Explanatory Statement:**

**Details of Directors seeking appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]**

<b>Name of the Director</b>	<b>Chandra Mouliswar Reddy Gangavaram</b>	<b>Balasubba Reddy Mamilla</b>	<b>Vedavathi Gangavaram</b>
<b>DIN</b>	00046845	01998852	02870966
<b>Date of Birth</b>	03/02/1963	01/06/1964	16/12/1963
<b>Date of first appointment</b>	20 <sup>th</sup> June, 2025	20 <sup>th</sup> June, 2025	20 <sup>th</sup> June, 2025
<b>Board Meetings attended during the year</b>	Not Applicable	Not Applicable	Not Applicable
<b>Brief Resume, Qualification and Experience</b>	He has amasters in Organics Chemistry, and have more than 25 years' experience in the pharma field.	He is a B.Tech Graduate and has more than 25 years of experience in Pharma field.	She is an Arts Graduate and have experience of more than 13 years in Pharma Field.
<b>Expertise in specific functional area</b>	Pharma Sector	Pharma Sector	Pharma Sector
<b>Terms and conditions of appointment</b>	Appointment as Whole-time Director w.e.f. 20.06.2025 for a period of 5 years	Appointment as Whole-time Director w.e.f. 20.06.2025 for a period of 5 years	Appointment as Non-Executive Director of the Company
<b>Remuneration drawn, if any Relationships between Directors inter se</b>	<b>Remuneration: NIL</b> <b>Relationship:</b> Except Mr. Balasubba Reddy Mamilla, Whole-time Director and Mrs. Vedavathi Gangavaram, Non-Executive Director none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	<b>Remuneration: NIL</b> <b>Relationship:</b> Except Mr. Chandra Mouliswar Reddy Gangavaram, Whole-time Director and Mrs. Vedavathi Gangavaram, Non-Executive Director none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	<b>Remuneration: NIL</b> <b>Relationship:</b> Except Mr. Chandra Mouliswar Reddy Gangavaram, Whole-time Director and Mr. Balasubba Reddy Mamilla, Whole-time Director none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.
<b>Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*</b>	Nil	Nil	Nil
<b>Number of shares held in the Company</b>	NIL	NIL	NIL

<b>Directorships held in other companies (excluding Foreign Companies)</b>	Mr. Chandra Mouliswar Reddy Gangavaram is holding directorships in following Companies: i. Virupaksha Laboratories Private Limited ii. Virupaksha Securities Private Limited iii. Virupaksha Green Energy Private Limited iv. Virupaksha Organics Limited	Mr. Balasubba Reddy Mamilla is holding directorships in following Companies: i. Virupaksha Laboratories Private Limited ii. Virupaksha Pharmachem Private Limited iii. Virupaksha Organics Limited	Mrs. Vedavathi Gangavaram is holding directorships in following Companies: i. Virupaksha Laboratories Private Limited ii. Virupaksha Organics Limited iii. V INDIA Overseas Private Limited iv. Virupaksha Securities Private Limited
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**Details of Directors seeking appointment at the Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]**

<b>Name of the Director</b>	<b>Veera Reddy Arava</b>	<b>Sidda Reddy Kanuparthi</b>	<b>Sharvari Swapnil Shinde</b>
<b>DIN</b>	10832178	07156289	11149764
<b>Date of Birth</b>	10/05/1954	01/03/1955	02/01/1989
<b>Date of first appointment</b>	20 <sup>th</sup> June, 2025	20 <sup>th</sup> June, 2025	20 <sup>th</sup> June, 2025
<b>Board Meetings attended during the year</b>	Not applicable	Not applicable	Not applicable
<b>Brief Resume, Qualification and Experience</b>	He holds the PhD in Chemistry from University of Hyderabad and has more than 25 years of rich experience in pharma Sector.	He holds B.Sc, M.A., CAIIB, PGDFA, L.L.B degrees and he is Banking professional with 31 years of rich and varied exposure in Business development, Branch and Region administration, Corporate Credit.	She is a Qualified Company Secretary and having rich experience in Secretarial works for more than 6 years.
<b>Expertise in specific functional area</b>	pharma Sector	exposure in Business development, Branch and Region administration, Corporate Credit.	corporate governance
<b>Terms and conditions of appointment</b>	Appointment as Non-Executive Director (Independent) w.e.f. 20.06.2025 for a period of 5 years	Appointment as Non-Executive Director (Independent) w.e.f. 20.06.2025 for a period of 5 years	Appointment as Non-Executive Director (Independent) w.e.f. 20.06.2025 for a period of 5 years
<b>Remuneration drawn, if any Relationships between Directors inter se</b>	<b>Remuneration: NIL</b> <b>Relationship:</b> None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	<b>Remuneration: NIL</b> <b>Relationship:</b> None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	<b>Remuneration: NIL</b> <b>Relationship:</b> None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

<b>Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*</b>	Nil	Nil	Nil
<b>Number of shares held in the Company</b>	Mr. Veera Reddy Arava is not holding any equity shares of the Company as on date.	Mr. Sidda Reddy Kanuparthi is not holding any equity shares of the Company as on date.	Mr. Sharvari Swapnil Shinde is not holding any equity shares of the Company as on date.
<b>Directorships held in other companies (excluding Foreign Companies)</b>	Nil	Nil	Nil
<b>Memberships/ Chairpersonships of committees of other companies</b>	Nil	Nil	Nil