

## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (EGM)

**NOTICE** is hereby given that the First Extra-Ordinary General Meeting (“the EGM / the meeting”) (01/EGM/2025-26) of the Members of **Eiko LifeSciences Limited** (“the Company”) will be held on **Wednesday, 07<sup>th</sup> January , 2026, at 03:00 PM (IST)** through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following business:

### SPECIAL BUSINESS:

#### **1. ISSUE OF 33,00,000 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO PROMOTER/ PROMOTER GROUP CATEGORY AND NON-PROMOTER/PUBLIC CATEGORY:**


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

**“RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the Foreign Exchange Management Act, 1999 as amended (FEMA Regulations) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), and as per provisions of the uniform listing agreements entered into with Bombay Stock Exchange of India Limited (“BSE”) where the shares of the Company are listed (“Stock Exchanges”), and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, on a preferential basis from time to time in one or more tranches, upto **33,00,000 (Thirty-Three Lakhs) Warrants**, each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each, for cash at an issue price of **Rs. 55/- (Rupees Fifty-Five only) per Warrant**, each fully paid up at a premium of Rs. 45/- (Rupees Forty-Five only) each per Warrant (“Warrant Issue Price”) aggregating to an amount not exceeding **Rs. 18,15,00,000/- (Rupees Eighteen Crores and Fifteen Lakhs only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations to the following individuals/entities (hereinafter referred to as the “Proposed Allottees of Warrant”), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company (“Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No	Names of the proposed Allottees	Category (Promoter/Promoter Group and Non-Promoter/Public)	No. of Warrants	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/ allotted price (in case of convertibles) (INR)
1	Lenus Finvest Private Limited	Promoter Group	1,50,000	82,50,000	55.00
2	Bhavesh Dhirajlal Tanna	Promoter	16,00,000	8,80,00,000	55.00
3	V Square Pharmachem Private Limited	Non-Promoter	10,00,000	5,50,00,000	55.00
4	Vaibhaviben Nitinkumar Akhani	Non-Promoter	1,00,000	55,00,000	55.00
5	Murlidhar Mohanlal Lakhiani HUF	Non-Promoter	1,00,000	55,00,000	55.00
6	Amir Hasanali Lalani	Non-Promoter	1,50,000	82,50,000	55.00
7	Utkarsh C Vartak	Non-Promoter	2,00,000	1,10,00,000	55.00
<b>Total</b>			<b>33,00,000</b>	<b>18,15,00,000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Monday, 08<sup>th</sup> December 2025 being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Wednesday, 07<sup>th</sup> January 2026

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

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- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
  - b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
  - c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
  - d. The pre-preferential shareholding of the Proposed Allottee of Warrants, if any, shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
  - e. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
  - f. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
  - g. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
  - h. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be lock-in as prescribed under Chapter V of the ICDR Regulations from time to time;
  - i. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
  - j. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
  - k. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
  - l. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
  - m. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

**RESOLVED FURTHER THAT** any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements,

memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

**2. ISSUANCE OF 6,75,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER/ PROMOTER GROUP CATEGORY AND NON PROMOTER/PUBLIC CATEGORY:**

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


**“RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the Foreign Exchange Management Act, 1999 as amended (FEMA Regulations) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), and as per provisions of the uniform listing agreements entered into with Bombay Stock Exchange of India Limited (“BSE”) where the shares of the Company are listed (“Stock Exchanges”), and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, on a preferential basis, upto **6,75,000 (Six Lakhs Seventy-Five Thousand)** Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, for cash, at an issue price of **Rs. 55/- (Rupees Fifty-Five only)** per Equity share fully paid up at a premium of Rs. 45/- (Rupees Forty-Five only) per Equity Share (“Equity Share Issue Price”) aggregating to an amount not exceeding **Rs. 3,71,25,000/- (Rupees Three Crore, Seventy-One Lakhs Twenty-Five only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations to the following individuals/entities (hereinafter referred to as the “Proposed Allottees of Equity Shares”), and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No	Names of the proposed Allottees	Category (Promoter/ Promoter Group and Non-Promoter/Public)	No. of Equity Shares	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/ allotted price (INR)
1.	Lenus Finvest Private Limited	Promoter Group	1,75,000	96,25,000	55.00
2.	Bhavesh Dhirajlal Tanna	Promoter	4,50,000	2,47,50,000	55.00
3.	Vaibhaviben Nitinkumar Akhani	Non-Promoter	50,000	27,50,000	55.00
	<b>TOTAL</b>		<b>6,75,000</b>	<b>3,71,25,000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Equity Shares shall be Monday, 08<sup>th</sup> December, 2025, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Wednesday, 07<sup>th</sup> January, 2026

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees of equity shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- The pre-preferential shareholding of the Proposed Allottee of Equity Shares, if any, and Equity Shares to be allotted to the Proposed Allottees of equity shares shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

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- c. The Equity Shares to be allotted to the Proposed Allottee of equity shares under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
  - d. The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
  - e. Allotment of Equity Shares shall only be made in dematerialized form.
  - f. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
  - g. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/ clarifications on the issue and allotment of Equity Shares, to entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance and listing and trading of Equity Shares), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

**By order of the board**

For Eiko LifeSciences Limited

Sd/-

**Laxmikant Kabra**

Chairman

**Registered Office**

604, Centrum IT Park,

S G Barve Road, Near Mulund Check Naka

Wagle Estate, Thane West 400 604

Phone: 022 - 2539 0009

Email: investor.relations@eikolifesciences.com

Website: www.eikolifesciences.com



## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business matters, is annexed hereto.
2. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the Extra Ordinary General Meeting (the EGM/the meeting) through Video Conferencing( VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company, however, since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution /Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through their registered email address to [cs.shravangupta@gmail.com](mailto:cs.shravangupta@gmail.com) with copies marked to the Company at [investor.relations@eikolifesciences.com](mailto:investor.relations@eikolifesciences.com).
5. Registration of email ID and Bank Account details:  
In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, the log in details for e-voting are being sent to the registered email address.  
  
In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
  - a. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agent at its address: Bigshare Services Private Limited Address: Office No S6-2, Pinnacle Business Park, 6th, Mahakali Caves Rd, next to Ahura Centre, Shanti Nagar, Andheri East, Mumbai, Maharashtra 400093.
  - b. In the case of *Shares held in Demat mode*:  
The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
6. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that the Notice of EGM will also be available on the Company’s website: [www.eikolifesciences.com](http://www.eikolifesciences.com), websites of the Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and is also available at Bigshare Services Private Limited at [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com) (agency for providing the Remote e-Voting facility). Members can attend and participate in the Extra Ordinary General Meeting through VC / OAVM facility only.
7. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
9. Members who wish to inspect the Statutory Registers maintained under the Companies Act, 2013 and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to [investor.relations@eikolifesciences.com](mailto:investor.relations@eikolifesciences.com). The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.



10. Members of the Company holding shares either in physical form or in dematerialized forms as on cutoff date i.e., **Friday, 02<sup>nd</sup> January 2026**, will be entitled to vote on the resolutions proposed in the Notice.

11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

12. Information relating to e-voting and other instructions are as under:

- a. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of Bigshare Services Private Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
- b. The Board of Directors of the Company has appointed Mr. Shravan Gupta, Practicing Company Secretaries (COP: 9990) as Scrutinizer to scrutinize the voting and remote e voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. i.e., **Friday, 02<sup>nd</sup> January 2026**.
- d. Remote e-voting will commence at 09:00 A.M. on **Sunday, 04<sup>th</sup> January 2026** and will end at 05:00 P.M. on **Tuesday, 06<sup>th</sup> January 2026** when remote e-voting will be blocked by CDSL.

13. The Members can join the EGM 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 EGM through VC/OAVM will be made available for **1000 members on a first come first served basis**. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and 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 EGM without restriction on account of first come first served basis.

14. Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on 09:00 A.M. on Sunday, 04<sup>th</sup> January 2026 and will end at 05:00 P.M. on Tuesday, 06<sup>th</sup> January 2026. The remote e-voting module shall be disabled by agency appointed for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 02<sup>nd</sup> January 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 02<sup>nd</sup> January 2026.**

#### **How do I vote electronically using CDSL e-Voting system?**

*The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to CDSL e-Voting system**

#### **A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

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**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>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></li> <li>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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>4) <b>For OTP based login you can</b> clickon <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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>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 &amp; voting during the meeting.</p>

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.



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.

**B. Login method for e-Voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com)
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
  - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.*Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*
- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com) and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.  
*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

**Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com)
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com) and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.  
*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.





- Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
- Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.  
Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

#### **Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholders other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 022-62638338

#### **C. Procedure for joining the AGM/EGM through VC/ OAVM:**

**For shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com) under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The instructions for Members for e-voting on the day of the AGM/EGM are as under:-
- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be 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 in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

#### **Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com) under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22, 022-62638338.

## EXPLANATORY STATEMENT

*[Pursuant to Section 102(1) of the Companies Act, 2013]*

### **A. ISSUE OF 33,00,000 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO PROMOTER/ PROMOTER GROUP CATEGORY AND NON-PROMOTER/PUBLIC CATEGORY:**

The Board of Directors of the Company in its meeting held on 11<sup>th</sup> December 2025, subject to the approval of members, has approved the proposal for raising funds and allot Warrants upto **33,00,000 (Thirty-Three Lakhs) Warrants** ("Warrants") each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash at an issue price of Rs. 10/- (Rupees Ten Only) **per Warrant**, each fully paid up at a premium of Rs. 45/- (Rupees Forty-Five only) each per Warrant ("Warrant Issue Price") aggregating to an amount not exceeding **Rs. 18,15,00,000/- (Rupees Eighteen Crores and Fifteen Lakhs only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations to the following proposed allottees.

Sr. No	Names of the proposed Allottees	Category (Promoter / Promoter Group and Non-Promoter/ Public)	No. of Warrants	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/ allotted price (in case of convertibles) (INR)
1	Lenus Finvest Private Limited	Promoter Group	1,50,000	82,50,000	55.00
2	Bhavesh Dhirajlal Tanna	Promoter	16,00,000	8,80,00,000	55.00
3	V Square Pharmachem Private Limited	Non-Promoter	10,00,000	5,50,00,000	55.00
4	Vaibhaviben Nitinkumar Akhani	Non-Promoter	1,00,000	55,00,000	55.00
5	Murlidhar Mohantal Lakhiani HUF	Non-Promoter	1,00,000	55,00,000	55.00
6	Amir Hasanali Lalani	Non-Promoter	1,50,000	82,50,000	55.00
7	Utkarsh C Vartak	Non-Promoter	2,00,000	1,10,00,000	55.00
<b>Total</b>			<b>33,00,000</b>	<b>18,15,00,000</b>	

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") and as under BSE Circular No. 20221213-47 dated December 13, 2022 are as under:

#### **1. The objects of the preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- a. Strategic Acquisition & Development (INR 14,43,75,000/-):** The Company shall utilize INR 14,43,75,000/- (Rupees Fourteen Crores Forty-Three Lakhs Seventy-Five Thousand Only) to acquire the remaining requisite stake in SSM Formulations Private Limited. Upon the deployment of this amount, the Company will have invested a cumulative total of INR 18 Crores in SSM Formulations Private Limited, constituting a 51% equity stake, thereby making it a Subsidiary of the Company.

The above funds will be used for-

- Meeting working capital requirements;
- Development of existing and new projects;
- Capital expenditure towards Research & Development (R&D) for new products;
- Product and process development; and
- Investment in patents, intellectual property, and technology upgrades.

This strategic acquisition will enable the Company to expand its product portfolio, enter new markets, and leverage the manufacturing capabilities of SSM Formulations Private Limited, thereby creating long-term value for stakeholders.

- b. General Corporate Purposes:** The Company proposes to deploy the balance INR 3,71,25,000/- (Rupees Three Crores Seventy-One Lakhs Twenty-Five Thousand Only) towards General Corporate Purposes. This shall include, inter alia, meeting ongoing general corporate exigencies and contingencies, strengthening the working capital computation, and meeting expenses of the Company as applicable in such a manner and proportion as may be decided by the Board (which term shall include any Committee of the Board of Directors constituted for this purpose) from time to time, and/or any other general purposes as may be permissible under applicable laws.

#### **Utilization of Issue Proceeds**

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In Lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Investment/ Acquisition of stake in SSM Formulations Private Limited and funding its strategic requirements	1,443.75	Within 12 months from receipt of funds for the Warrants (as set out herein)
2	General Corporate Purposes (GCP)	371.25	

\*Considering 100% conversion of Warrants into equity shares within the stipulated time

As stated above, the Preferential Issue is of convertible Warrants and the Issue Proceeds shall be received, in tranches, by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations and therefore, as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in tranches, as per the Company's business requirements and availability of Issue Proceeds, within a maximum period of 12 (twelve) months from the date of receipt of funds for the Warrants.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December 2022 and the BSE Circular No. 20221213-47 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

#### Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. The said deployment shall be done in compliance with the applicable laws pending complete utilization of the Issue Proceeds for the Objects described above. Our Company intends to, inter alia, pending utilisation for the Objects of the Preferential Issue, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the "Government of India" or any other investments as permitted under applicable laws. The Company shall not invest in capital eroding and high-risk taking instruments

#### Monitoring of Utilization of Funds:

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crore and the size of this Issue is below Rs.100 Crores, our Company has not appointed any monitoring agency for this Issue.

#### 2. **Particulars of the offer and kind of security offered including the maximum number of specified securities to be issued**

Preferential issue of 33,00,000 (Thirty-Three Lakhs) Warrants, each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash at an issue price of Rs. 10/- (Rupees Ten Only) **per Warrant**, each fully paid up at a premium of Rs. 45/- (Rupees Forty-Five only) each per Warrant ("Warrant Issue Price") aggregating to an amount not exceeding **Rs. 18,15,00,000/- (Rupees Eighteen Crores and Fifteen Lakhs only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations and applicable provisions of Companies Act, 2013.

#### 3. **Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Warrants shall be Monday, 08<sup>th</sup> December 2025, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Wednesday, 07<sup>th</sup> January 2026.

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

The Equity Shares of the company are listed on BSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. **54.98** is determined and rounded off to Rs. **55** as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and warrants. Accordingly, the issue price for this Preferential Issue is decided at Rs. **55/-** (Rupees Fifty-Five) per warrant which is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 54.98 per Equity Share
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 51.26 per Equity Share.

Since the Proposed Preferential Issue shall not result in a change in control, applicability of Valuation Report doesn't arise. However the allotment of Warrants and Equity shares (combined) to single or multiple allottees exceed limit specified under ICDR Regulations i.e., more than 5% (five per cent) of the post issue fully diluted share capital of the Company, accordingly, the company has obtained the valuation report dated 11<sup>th</sup> December, 2025 issued by Ms. Amninder Kaur, Registered Valuer (IBBI Registration No. IBBI/RV/03/2021/14025). The Valuation Report obtained by the Company is accessible on Company's website at [www.eikolifesciences.com](http://www.eikolifesciences.com).

**5. Practicing Chartered Accountant Certificate:**

The certificate from CA NP Rajput, Practicing Chartered Accountant (FRN: 130379W), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at [www.eikolifesciences.com](http://www.eikolifesciences.com).

**6. Amount which the Company intends to raise by way of such securities**

The company intends to raise an amount not exceeding Rs. 18,15,00,000/- (Rupees Eighteen Crores and Fifteen Lakhs only) through issue of Warrants.

**7. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:**

The Promoter and Promoter Group of the Company, or their relatives intend to subscribe to Warrants, except Promoter Directors no other Director or Key Managerial Personnel, intend to subscribe to Warrants pursuant to the Preferential Issue.

**8. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:**

The Contribution of Promoter and Promoter Group of the Company, or their relatives amounting to Rs. 9,62,50,000 (Rupees Nine Crores Sixty-Two Lakhs and Fifty Thousand only) by issue of Warrants to following allottees:

Sr. No.	Name	Category	No of Warrants	Amount
1.	Lenus Finvest Private Limited	Promoter Group	1,50,000	82,50,000
2.	Bhavesht Dhirajlal Tanna	Promoter	16,00,000	8,80,00,000
Total			17,50,000	9,62,50,000

**9. Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution and in the future within 15 days of exercise of option for conversion of warrants into Equity Shares.

Provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

**10. Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees, along with PAN Number, class of allottees and the percentage of pre and post Preferential issue capital that may be held by them and change in control, if any in the Company consequent to the Preferential Issue**

The Warrants convertible into equity shares are proposed to be allotted to Promoter/ Promoter Group and non-Promoter/Public Category and there is no change in control or management of the Company is contemplated consequent to the proposed preferential issue of Warrants.

The pre and post issue holding of the proposed allottees along with PAN, class of allottee and ultimate beneficial owner's forms part of this Notice as **Annexure I**.

**11. The Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after considering the preferential issues considering both Warrants and Equity Shares forms part of this Notice as **Annexure II**.

**12. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee:**

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Allottees.

**13. The current and proposed status of the allottee of warrant post the preferential issue namely, promoter or non-promoter investors:**

Sr. No	Names of the proposed Allottees	Current Status of the Proposed Allottee of equity shares	Proposed Status of the Proposed Allottee of equity shares post the preferential issue
1	Lenus Finvest Private Limited	Promoter Group	Promoter Group
2	Bhavesb Dhirajlal Tanna	Promoter	Promoter
3	V Square Pharmachem Private Limited	Non-Promoter	Non-Promoter
4	Vaibhaviben Nitinkumar Akhani	Non-Promoter	Non-Promoter
5	Murtidhar Mohanlal Lakhiani HUF	Non-Promoter	Non-Promoter
6	Amir Hasanali Lalani	Non-Promoter	Non-Promoter
7	Utkarsh C Vartak	Non-Promoter	Non-Promoter

**14. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**15. Principal terms of assets charged as securities:**

Not Applicable

**16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**17. Material terms of the proposed Preferential Issue of the Warrants:**

The Warrants being issued, upon conversion shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Warrants are stipulated in the special resolutions and explanatory note as set out at Item No. 1 of this Notice.

**18. Lock-in-period:**

The Warrants allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment as per the SEBI ICDR Regulations.

**19. Listing**

The Warrants proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**20. Undertaking and other disclosures:**

- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the current financial year 2025-26
- Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
- Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee.
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.
- The proposed allottees of Warrants has not sold or transferred any Equity Shares during 90 trading days prior to the relevant date.
- The Company shall re-compute the price of the Warrants to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.



- j. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- k. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- l. The issue of Equity Shares after conversion shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- m. The Equity Shares being issued after the conversion of Warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

Accordingly, the approval of the Members of the Company is hereby sought by way of **Special Resolution** for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible Warrants as specifically described in the resolutions set out at **Item No.01** of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the **Special Resolution** as set out in the Item No.: 01 in the accompanying notice for approval by the Members.

Except Mr. Laxmikant Kabra, Mr. Bhavesh Tanna and their relatives, none of the other Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this **Special Resolution** as set out at **Item No. 1** of this notice except and to the extent of their shareholding in the Company.

## **B. ISSUANCE OF 6,75,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER / PROMOTER GROUP AND NON-PROMOTER/ PUBLIC CATEGORY**

The Board of Directors of the Company in its meeting held on 11<sup>th</sup> December 2025, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue, Equity Shares upto **6,75,000 (Six Lakhs Seventy-Five Thousand) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, at a premium of Rs. 45/- (Rupees Forty-Five only) per Equity Share ("Issue Price") aggregating to an amount not exceeding **Rs. 3,71,25,000/- (Rupees Three Crore, Seventy-One Lakhs Twenty-Five only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations to the following proposed allottees.

Sr. No	Names of the proposed Allottees	Category (Promoter/ Promoter Group and Non-Promoter/ Public)	No. of Equity Shares	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/allotted price (INR)
1	Lenus Finvest Private Limited	Promoter Group	1,75,000	96,25,000	55
2	Bhavesh Dhirajlal Tanna	Promoter	4,50,000	2,47,50,000	55
3	Vaibhaviben Nitinkumar Akhani	Non-Promoter	50,000	27,50,000	55
	<b>TOTAL</b>		<b>6,75,000</b>	<b>3,71,25,000</b>	

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") and as under BSE Circular No. 20221213-47 dated December 13, 2022 are as under:


### **1. The objects of the preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- a. **Strategic Investment / Acquisition:** The Company proposes to utilize the entire proceeds from the issue of Equity Shares amounting to INR 3,71,25,000/- (Rupees Three Crores Seventy-One Lakhs Twenty-Five Thousand Only) towards the Initial Tranche of Strategic Investment in SSM Formulations Private Limited ("SSM"). This initial deployment is part of a larger strategic transaction. The utilization of these funds shall be towards: Acquiring an initial equity stake in SSM Formulations Private Limited; and commencing the integration of manufacturing capabilities and formulations business.

### **Utilization of Issue Proceeds**

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In Lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Initial Strategic Investment / Partial Acquisition of stake in SSM Formulations Private Limited	371.25	Within maximum period of 12 months of receipt of funds for the Warrants (as set out herein)



In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December 2022 and the BSE Circular No. 20221213-47 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

#### **Interim Use of Issue Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. The said deployment shall be done in compliance with the applicable laws pending complete utilization of the Issue Proceeds for the Objects described above. Our Company intends to, inter alia, pending utilisation for the Objects of the Preferential Issue, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the "Government of India" or any other investments as permitted under applicable laws. The Company shall not invest in capital eroding and high-risk taking instruments

#### **Monitoring of Utilization of Funds:**

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crore and the size of this Issue is below Rs.100 Crores, our Company has not appointed any monitoring agency for this Issue.

#### **b. Particulars of the offer and kind of security offered including the maximum number of specified securities to be issued**

Preferential issue of **6,75,000 (Six Lakhs Seventy-Five Thousand) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, on a preferential basis for cash, at an issue price of Rs. 10/- (Rupees Ten Only) per share at a premium of Rs. 45/- (Rupees Forty-Five only) per share ("Issue Price") aggregating to an amount not exceeding **Rs. 3,71,25,000/- (Rupees Three Crore, Seventy-One Lakhs Twenty-Five only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations and applicable provisions of Companies Act, 2013.

#### **c. Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Equity Shares shall be Monday, 08<sup>th</sup> December 2025, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Wednesday, 07<sup>th</sup> January 2026

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

The Equity Shares of the company are listed on BSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. **54.98** is determined and rounded off to Rs. **55** as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and warrants. Accordingly, the issue price for this Preferential Issue is decided at Rs. **55/-** (Rupees Fifty-Five) per warrant which is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 54.98 per Equity Share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 51.26 per Equity Share.

Since the Proposed Preferential Issue shall not result in a change in control, applicability of Valuation Report doesn't arise. However the allotment of Warrants and Equity shares (combined) to single or multiple allottees exceed limit specified under ICDR Regulations i.e., more than 5% (five per cent) of the post issue fully diluted share capital of the Company, accordingly, the company has obtained the valuation report dated 11<sup>th</sup> December, 2025 issued by Ms. Amninder Kaur, Registered Valuer (IBBI Registration No. IBBI/RV/03/2021/14025). The Valuation Report obtained by the Company is accessible on Company's website at [www.eikolifesciences.com](http://www.eikolifesciences.com).

#### **e. Practicing Chartered Accountant Certificate:**

The certificate from CA NP Rajput, Practicing Chartered Accountant (FRN: 130379W), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at [www.eikolifesciences.com](http://www.eikolifesciences.com).

**f. Amount which the Company intends to raise by way of such securities**

The company intends to raise an amount not exceeding Rs. 3,71,25,000/- (Rupees Three Crore, Seventy-One Lakhs Twenty-Five only) through issue of Equity Shares.

**g. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:**

The Promoter and Promoter Group of the Company, or their relatives intend to subscribe to Equity Shares, except Promoter Directors no other Director or Key Managerial Personnel, intend to subscribe to Equity Shares pursuant to the Preferential Issue.

**h. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:**

The Contribution of Promoter and Promoter Group of the Company, or their relatives amounting to **Rs. 3,43,75,000** (Rupees Three Crores Forty-Three Lakhs and Seventy-Five Thousand only) by issue of Equity Shares to following allottees:

Sr No.	Name	Category	No of Equity Shares	Amount
1	Lenus Finvest Private Limited	Promoter Group	1,75,000	96,25,000
2	Bhaves Dhirajlal Tanna	Promoter	4,50,000	2,47,50,000
Total			6,25,000	3,43,75,000

**i. Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution.

Provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

**j. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, along with PAN Number, class of allottees and the percentage of pre and post Preferential issue capital that may be held by them and change in control, if any in the Company consequent to the Preferential Issue**

The Equity Shares are proposed to be allotted to Promoter / Promoter Group and Non-Promoter / Public Category and there is no change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares.

The pre and post issue holding of the proposed allottees along with PAN, class of allottee and ultimate beneficial owner's forms part of this Notice as **Annexure I**

**k. The Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after considering the preferential issues considering both Warrants and Equity Shares forms part of this Notice as **Annexure II**.

**l. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee:**

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Allottees.

**m. The current and proposed status of the allottee of equity shares post the preferential issue namely, promoter or non-promoter investors:**

Sr. No	Names of the proposed Allottees of Equity Shares	Current Status of the Proposed Allottee of equity shares	Proposed Status of the Proposed Allottee of equity shares post the preferential issue
1	Lenus Finvest Private Limited	Promoter Group	Promoter Group
2	Bhaves Dhirajlal Tanna	Promoter	Promoter
3	Vaibhaviben Nitinkumar Akhani	Non-Promoter	Non-Promoter

**n. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**o. Principal terms of assets charged as securities:**

Not Applicable



- p. **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**  
Not Applicable
- q. **Material terms of the proposed Preferential Issue of the Equity Shares:**  
The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolutions and explanatory note as set out at Item No. 2 of this Notice.
- r. **Lock-in-period:**  
The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.  
  
The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval as per the SEBI ICDR Regulations.
- s. **Listing**  
The Equity Shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- t. **Undertaking and other disclosures:**
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the current financial year 2025-26
  - Neither the Company nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
  - Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
  - The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
  - The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
  - Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.
  - The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
  - The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
  - If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
  - The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
  - No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the Company but failed to exercise them.
  - The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
  - The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolutions set out at **Item No.02** of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the **Special Resolution** as set out in the Item No. 02 in the accompanying notice for approval by the Members.

Except Mr. Laxmikant Kabra, Mr. Bhavesh Tanna and their relatives, none of the other Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this **Special Resolution** as set out at **Item No. 2** of this notice except and to the extent of their shareholding in the Company.



## Annexure I

### Details of the Proposed Allottee Equity Shares & Warrants (Combined) \*

Sr No	Name of the Proposed Allottee	Category (Promoter / Promoter Group and Non-Promoter/ Public)	Pre-Issue Shareholding		No. of Equity Shares	No. of Warrants convertible to Equity Shares	Post-Issue Shareholding		Ultimate Beneficial Owners
			No. of Shares	% of Total Equity Capital			No. of Shares	% of Total Equity Capital	
1	Lenus Finvest Private Limited	Promoter Group	23,65,472	17.24	1,75,000	1,50,000	26,90,472	15.20	@
2	Bhavesh Dhirajlal Tanna	Promoter	3,90,000	2.84	4,50,000	16,00,000	24,40,000	13.79	Self
3	V Square Pharmachem Private Limited	Non-Promoter	-	-	-	10,00,000	10,00,000	5.65	@
5	Vaibhaviben Nitinkumar Akhiani	Non-Promoter	49,055	0.36	50,000	1,00,000	199,055	1.12	Self
6	Murlidhar Mohanlal Lakhiani HUF	Non-Promoter	-	-	-	1,00,000	1,00,000	0.57	@
7	Amir Hasanali Lalani	Non-Promoter	-	-	-	1,50,000	1,50,000	0.85	Self
8	Utkarsh C Vartak	Non-Promoter	-	-	-	2,00,000	2,00,000	1.13	Self
<b>TOTAL</b>			<b>28,04,527</b>		<b>6,75,000</b>	<b>33,00,000</b>	<b>67,79,527</b>		

\*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

#### @ Details of Ultimate Beneficial Owners who ultimately control aforementioned proposed allottees.

Sr. No.	Details of Proposed Allottees	Ultimate Beneficial owner who ultimately controls the Allottees
1	Lenus Finvest Private Limited	Siddhant Laxmikant Kabra Lalita Laxmikant Kabra
2	V Square Pharmachem Private Limited	Vijay Pandurang Bhosale Vinod Kantilal Rathod
3	Murlidhar Mohanlal Lakhiani HUF	Murlidhar Mohanlal Lakhiani





## Annexure II

### Pre and Post Issue Shareholding pattern of the Company\*

Sr. No.	Category of Shareholder(s)	Pre-Issue Shareholding		Post-Issue Shareholding*	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1</b>	<b>Indian</b>				
	a) Individual	27,34,316	19.93	47,84,316	27.04
	b) Others (Body Corporate)	23,65,472	17.24	26,90,472	15.20
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	<b>50,99,788</b>	<b>37.17</b>	<b>74,74,788</b>	<b>42.24</b>
<b>B</b>	<b>Non-Promoters / Public Holding</b>				
<b>1</b>	<b>Institutional Investors</b>				
	a) Mutual Funds	-	-	-	-
	b) Alternate Investment Funds	-	-	-	-
	c) Foreign Portfolio Investors / foreign body corporate	-	-	-	-
	d) Financial Institutions/ Banks	-	-	-	-
	e) Insurance Companies	-	-	-	-
	<b>Sub-Total (B)(1)</b>				
<b>2</b>	<b>Central Government/ State Government</b>				
	<b>Sub-Total (B)(2)</b>				
<b>3</b>	<b>Non-Institutions</b>				
	a) Key Managerial Personnel	50,000	0.36	50,000	0.28
	i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	24,97,392	18.20	24,97,392	14.11
	ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	34,50,591	25.15	40,50,591	22.89
	b) NBFCs registered with RBI				
	<b>c) Any other, specify</b>				
	i) Foreign Companies	-	-	-	-
	ii) Hindu Undivided Family	3,66,081	2.67	3,66,081	2.07
	iii) Non-Resident Indians	1,47,675	1.08	1,47,675	0.83
	iv) Clearing Member	479	0.00	479	0.00
	v) Trusts	-	-	-	-
	vi) Body Corporate	21,08,848	15.37	31,08,848	17.57
	<b>Sub-Total (B)(3)</b>	<b>86,21,066</b>	<b>62.83</b>	<b>1,02,21,066</b>	<b>57.76</b>
	<b>Total Public Shareholding (B)</b>	<b>86,21,066</b>	<b>62.83</b>	<b>1,02,21,066</b>	<b>57.76</b>
	<b>Total (A)+(B)</b>	<b>1,37,20,854</b>	<b>100.00</b>	<b>1,76,95,854</b>	<b>100.00</b>

\*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

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