

NOTICE

Notice is hereby given that the 6th Annual General Meeting ("AGM") of Vineet Laboratories Limited will be held on Wednesday, September 28, 2022 at 11.00 AM at Minerva Coffee Shop, 3rd Floor, Beside Sanjeevini Hospital, Kiran Nagar, Doctors Colony, Kothapet, Hyderabad, Telangana-500035, to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2022**
To receive, consider, and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution:
RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.
- 2. To declare a dividend on the equity shares for the financial year ended March 31, 2022**
To declare a final dividend of Re.1 Per equity share for the financial year ended March 31, 2022 and, in this regard, pass the following resolution as Ordinary Resolution:
RESOLVED THAT a dividend at the rate of Re. 1/- Per (Rupee One Only) equity share of Rs.10/- (Rupees Ten Only) each fully paid-up of the company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2022 and the same be paid out of the profits of the Company.
- 3. To appoint Mr. Satyanarayana Raju Bhupathiraju (DIN:02697880), who retires by rotation as a director**
In this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
RESOLVED THAT Mr. Satyanarayana Raju Bhupathiraju (DIN:02697880) be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.
- 4. To appoint Statutory Auditors of the Company and fix their remuneration**
In this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, NSVR & Associates LLP, Chartered Accountants (Registration No. 0088015/S200060) be and are hereby appointed as the Statutory Auditors of the Company for the first term of 5 (five) consecutive years from the conclusion of this 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting i.e., from the FY 2022-23 to FY 2026-27, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

SPECIAL BUSINESS:

- 5. To set out the Borrowing Limits of the Company**
To consider and if thought fit, to pass the following resolution as a Special Resolution:
RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to borrow money by obtaining Loans, Inter Corporate Deposits (ICDs), Overdraft Facilities, Lines of Credit, Commercial Papers, Debentures, External Commercial Borrowings (Loans/Bonds), INR denominated Offshore Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force or in any other forms, in both domestic and foreign currency, of both capital and revenue in nature, from Banks, Financial Institutions, Investment Institutions, Insurance Companies, Mutual Funds, other Bodies

Corporate or any other person(s) (hereinafter referred to as the "Lending Agencies/ Lenders"), including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) by the Company shall not exceed Rs.100 Crores (Rupees One Hundred Crores Only) in excess of the aggregate of its paid share capital, free reserves and securities premium of the Company as per the latest annual audited financial statements.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.

6. To create Charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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

RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to mortgage, pledge, create charge and / or hypothecation and to provide securities as may be necessary on such of the movable and/or immovable properties wherever situated, both present and future, or to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking or the undertakings of the Company, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s), Financial Institutions, Investment Institutions, Insurance Companies, Mutual Funds, other Bodies Corporate or any other person(s) (hereinafter referred to as the "Lending Agencies/ Lenders") and Trustees for the holders of debentures / bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the borrowings availed or to be availed by the Company, together with the interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/ Debenture Trust Deeds entered/to be entered into by the Company and/or Board in respect of the said borrowings, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and the parties concerned.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.

7. To ratify the remuneration of Cost Auditors for the financial year 2022-23.

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

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.60,000/- (Rupees Sixty Thousand Only) excluding applicable taxes and out-of-pocket expenses, as approved by the Board of Directors of the Company, to be paid to M/s KJU & Associates., Cost Accountants (Registration No. 000474), the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified.

8. To approve existing as well as new material related party transactions with Vineet Life Sciences Private Limited, Wohler Laboratories Private Limited, Vineet Chem Trade Private Limited

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

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), 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, the approval of the Members of the Company be and is hereby accorded to the Company to enter into and/or continue the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY) from FY 2022-23 to FY 2024-25 i.e. three financial years, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

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 authorised 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 documents, 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 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.

9. To fix the amount of fee to be paid by the member / shareholder of the Company for delivery of any document through a particular mode

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

RESOLVED THAT pursuant to Section 20 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and pursuant to the recommendations of the Stakeholders Relationship Committee and the Board, consent of the members of the Company be and is hereby accorded to collect a sum of Rs.15/- for every single side page from the respective member/ shareholder for service of document(s) (to the extent allowed under the Companies Act, 2013 and all other applicable laws and regulations) to him / her/it in a particular mode as requested.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and are deeds, as may be considered proper or necessary or expedient to give effect to the resolution and for matters connected herewith or incidental there to in the best interests of the Company.

10. To appoint Ms. Hari Priya Yerukalapudi (DIN: 09690829) as an Independent Director of the Company:

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

RESOLVED THAT Ms Hari Priya Yerukalapudi (DIN:09690829), who was appointed as an Additional Director of the Company with effect from July 29, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from her signifying her interest for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 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 appointment of Ms. Hari Priya Yerukalapudi (DIN:09690829), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from July 29, 2022 to July 28, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.

11. To approve revision in the remuneration of Mr. Gaddam Venkata Ramana (DIN: 00031873), Managing 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 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including statutory amendments or re-enactments thereof for the time being in force), and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of the Directors of the company, the consent of the Members of the Company be and is hereby accorded to for payment of remuneration to Mr. Gaddam Venkata Ramana (DIN: 00031873), Managing Director of the Company at Rs.4,25,000/- (Rupees Four Lakhs Twenty Five Thousand Only) per month for the period from April 1, 2022 to December 31, 2023 (end of his tenure), notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT, the remuneration, as mentioned above, shall also be paid to Mr. Gaddam Venkata Ramana (DIN: 00031873) for the period starting from April 1, 2022 to September 30, 2022 and the same shall be considered and paid as arrears of remuneration.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of the tenure of his service, the remuneration specified here-in above shall be paid as minimum remuneration as per the provisions of Section II of Part of II of Schedule V to the Act, including any statutory modification(s) thereof.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Gaddam Venkata Ramana (DIN: 00031873), Managing Director passed at Extra - Ordinary General Meeting held on January 1, 2021 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Gaddam Venkata Ramana (DIN: 00031873), Managing Director within limits permissible under the Act.

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Hyderabad, and do all such acts, deeds, and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution.

12. To approve revision in the remuneration of Mr. Satyanarayana Raju Bhupathiraju (DIN: 02697880), Whole-Time 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 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including statutory amendments or re-enactments thereof for the time being in force), and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of the Directors of the company, the consent of the Members of the Company be and is hereby accorded to for payment of remuneration to Mr. Satyanarayana Raju Bhupathiraju (DIN:02697880), Whole Time Director of the Company at Rs.3,25,000/- (Rupees Three Lakhs Twenty Five Thousand Only) per month for the period from April 1, 2022 to December 31, 2023 (end of his tenure), notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT, the remuneration, as mentioned above, shall also be paid to Mr. Satyanarayana Raju Bhupathiraju (DIN:02697880), Whole Time Director for the period starting from April 1, 2022 to September 30, 2022 and the same shall be considered and paid as arrears of remuneration.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of the tenure of his service, the remuneration specified here-in above shall be paid as minimum remuneration as per the provisions of Section II of Part of II of Schedule V to the Act, including any statutory modification(s) thereof.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Satyanarayana Raju Bhupathiraju (DIN:02697880) passed at Extra - Ordinary General Meeting held on January 1, 2021 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Satyanarayana Raju Bhupathiraju (DIN:02697880) within limits permissible under the Act.

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Hyderabad, and do all such acts, deeds, and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution.

13. To change the designation of Mr. Kandula Murali Mohan (DIN: 03313407) from Non-Executive Director to Whole Time Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 152, 196, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of the Directors of the company, approval of the members be and

is hereby accorded to the change in designation of Mr. Kandula Murali Mohan (DIN: 03313407) from Non-Executive Director to Whole Time Director of the Company and be appointed as Whole Time Director for a period of 2 years effective from July 1, 2022 to June 30, 2024 on the terms and conditions of appointment as approved by the Board of Directors and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any director or the Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.

14. To fix the remuneration of Mr. Kandula Murali Mohan (DIN: 03313407), Whole Time Director

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 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including statutory amendments or re-enactments thereof for the time being in force), and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of the Directors of the company, the consent of the Members of the Company be and is hereby accorded to for payment of remuneration to Mr. Kandula Murali Mohan (DIN: 03313407), Whole Time Director of the Company at Rs.3,00,000/- (Rupees Three Lakhs Only) per month for a period 2 years effective from July 1, 2022 to June 30, 2024, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT, the remuneration, as mentioned above, shall also be paid to Mr. Kandula Murali Mohan (DIN: 03313407), Whole Time Director for the period starting from July 1, 2022 to June 30, 2024 and the same shall be considered and paid as arrears of remuneration.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of the tenure of his service, the remuneration specified here-in above shall be paid as minimum remuneration as per the provisions of Section II of Part II of Schedule V to the Act, including any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Kandula Murali Mohan (DIN: 03313407), within limits permissible under the Act.

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Hyderabad, and do all such acts, deeds, and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution.

Date : August 30, 2022
Place: Hyderabad

By order of the Board
For Vineet Laboratories Limited

Nirosha Ravikanti
Company Secretary
M.No: A68115

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regard to the business as set out in Item Nos. 4 to 14 of the Notice along with the relevant details of Directors seeking appointment/re-appointment at the AGM as required by Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ('AGM') pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members, Proxies and Authorized representatives are requested to bring the duly completed attendance slip enclosed herewith to attend the AGM.
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 23, 2022 through email on investorcomplaints@vineetlabs.co.in. The same will be replied by the Company suitably.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.vineetlabs.co.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company's Registrar and Transfer Agent, Venture Capital and Corporate Investments Private Limited ("VCC") at <https://www.vccipl.com/>.
8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorcomplaints@vineetlabs.co.in or to VCC at investor.relations@vccipl.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
9. The Company has fixed **Tuesday, September 20, 2022 as the 'Record Date'** for determining entitlement of Members to dividend for the financial year ended March 31, 2022, if approved at the AGM.
10. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA.

11. The members, who were allotted shares at the time of demerger from Ortin Laboratories Limited, and whose share certificates were returned back to the company are held in the dematerialized form for the benefit of such shareholders. The list of such members is available at <http://vineetlabs.co.in/images/pdf/other-information/Details-of-Shareholders.pdf>
12. Further, to receive the dividend on time, Members holding shares in physical form (as mentioned in Note 11 above), who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA- Venture Capital Corporate Investments Private Limited, latest by September 23, 2022:
 - a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and following details relating to the bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions
 - iii. 11-digit IFSC Code
 - iv. 9-digit MICR Code
 - b) Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) Self-attested copy of the PAN Card; and
 - d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.
13. The following forms are available on the website of the company at <http://vineetlabs.co.in/other-information.html>
 - Form ISR-2 – For updation of signature
 - Form SH-13 - Request for Registering Nomination
 - Form SH-14 Request for Cancellation or Variation in Nomination
 - Form ISR-3 Declaration for opting out Nomination
 - Form ISR-4 Request for issue of duplicate share certificates and other service requests
14. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfer of equity shares in electronic form are affected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Venture Capital Corporate Investments Private Limited ("Registrar" or "RTA" or "VCC IPL") at investor.relations@vccipl.com for assistance in this regard.
15. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority.
16. The Board of Directors has appointed Mr. Jineshwar Kumar Sankhala, Practicing Company Secretary (M.No. A21697; C P No. 18365), as the scrutinizer of the company to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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 **September 25, 2022 [9.00 A.M.] and ends on September 27, 2022 [5.00 P.M.]**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date September 20, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

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

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked 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; jinesh211@gmail.com / investorcomplaints@vineetlabs.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.relations@vccipl.com.
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

18. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
19. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting. If member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Tuesday, September 20, 2022 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting at AGM. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.
21. Non-Resident Indian members are requested to inform VCC / respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. The Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the AGM along with indication of prominent landmark are annexed hereto.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 15 in the Notice:

Item No.4

Members of the Company in the 2nd Annual General Meeting held on September 29, 2018 approved the appointment of M M Reddy & Co, Chartered Accountants (Firm Registration No.010371S) ("Retiring Auditors") as the Auditors of the Company to hold office for a term of 4 (four) consecutive years from the conclusion of the said Annual General Meeting till the conclusion of the 6th Annual General Meeting. M M Reddy & Co will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on August 30, 2022 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of NSVR & Associates LLP, Chartered Accountants (Firm Registration No. 008801S / S200060), as Auditors of the Company in place of the Retiring Auditors, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

NSVR & Associates LLP, Chartered Accountants, Hyderabad, founded in 2000, has 50 professionals and staff. It has office in one of the major cities in Telangana. It has another engaged in statutory audits of some of the large companies in the various sectors.

NSVR & Associates LLP, Chartered Accountants have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. NSVR & Associates LLP, Chartered Accountants have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Auditors for the financial year 2022-23 is Rs. 4 Lakhs. The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2022-23 and the remuneration paid to the Retiring Auditors for the financial year 2021-22.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Item No. 5 and 6:

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves, and securities premium as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

Hence, the Board of Directors in its meeting held on May 28, 2022 has, subject to the approval of the members, unanimously recommended a maximum borrowing limit of Rs.100 Crores (Rupees One Hundred Crores Only) in excess of the aggregate of its paid share capital, free reserves and securities premium of the Company as per the latest annual audited financial statements, together with the moneys already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business).

In order to facilitate securing the borrowing availed / to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is unanimously proposed by the Board of Directors in its meeting held on May 28, 2022, to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other

securities, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorised Committee of the Company from time to time, in consultation with the lender(s), in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 5 and 6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Item No. 7:

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.60,000/- payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Item No. 8

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of Rs.1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 1, 2022.

Vineet Laboratories Limited ("the Company" or "Vineet") is an ISO 9001:2015 certified company specialized in pharmaceutical intermediates & fine chemicals. Vineet is widely acknowledged for its abilities in product development & process technology and therefore is the preferred source for many multinational companies for their outsourcing requirements. During the course of rendering such services, the Company has had the following transactions with its related parties for the year ended March 31, 2022:

Transaction	Wohler Laboratories Private Limited	Vineet Life sciences Private Limited	Vineet Chem Trade Private Limited	Total Rs. In Lakhs
Sale of goods or services	^ 204.07	2374.72	5021.01	7395.73
Purchase of goods or services	-	4369.71	1314.26	5683.97
Job Work Charges	-	526.17	-	526.17

^ Carry forward from previous FY 2021

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

Transactions with Vineet Life sciences Private Limited:

Sr. No	Description	Particulars
1.	Name of the related party	Vineet Life sciences Private Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Gaddam Venkata Ramana, Satyanarayana Raju Bhupathiraju Kandula Murali Mohan
4.	Type of the proposed transaction	Sale and Purchase of goods / services
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with a single related party subject to a maximum of Rs.50 Crores per annum through contracts/arrangements which are entered for a duration up to 3 years
6.	Particulars of the proposed transaction	Sale and Purchase of goods / services
7.	Tenure of the transaction	Up to 3 years
8.	Value of the proposed transaction	maximum of Rs.50 Crores per annum
9.	Percentage of the company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	26.15%
10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities
11.	Details of the valuation report or external party report (if any) enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/ arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure of the indebtedness 	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

Gaddam Venkata Ramana, Satyanarayana Raju Bhupathiraju, Kandula Murali Mohan, Directors of the Company who are also directors on the board of Vineet Life sciences Private Limited; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Transactions with Vineet Chem Trade Private Limited:

Sr. No	Description	Particulars
1.	Name of the related party	Vineet Chem Trade Private Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Gaddam Venkata Ramana
4.	Type of the proposed transaction	Sale and Purchase of goods / services
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with a single related party subject to a maximum of Rs.50 Crores per annum through contracts/arrangements which are entered for a duration up to 3 years
6.	Particulars of the proposed transaction	Sale and Purchase of goods / services
7.	Tenure of the transaction	Up to 3 years
8.	Value of the proposed transaction	maximum of Rs.50 Crores per annum
9.	Percentage of the company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	26.15%
10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities
11.	Details of the valuation report or external party report (if any) enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/ arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure of the indebtedness 	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

Gaddam Venkata Ramana, Director of the Company who are also directors on the board of Vineet Chem Trade Private Limited; and relatives of the director, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 8 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item No. 8 of the Notice for approval by the Members.

Item No.9

The proviso to Section 20(2) of The Companies Act, 2013 stipulates that “a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its annual general meeting.”

The Stakeholders Relationship Committee and the Board has recommended to fix a sum of Rs.15/- for every single side page for serving the document to the member in a particular mode as requested by the member / shareholder.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Item No.10

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Ms. Hari Priya Yerukalapudi (DIN: 09690829), as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from July 29, 2022 to July 28, 2027 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Ms. Hari Priya shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from her signifying her interest for the office of Director. The profile and specific areas of expertise of Ms. Hari Priya are provided as Annexure to this Notice.

Ms. Hari Priya has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

In the opinion of the Board, Ms. Hari Priya is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management. Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Hari Priya on the Board of the Company and accordingly the Board recommends the appointment of Ms. Hari Priya as an Independent Director as proposed in the Resolution set out at Item No. 10 of the accompanying Notice for approval by the Members.

The copy of the terms and conditions of appointment of the Independent Directors is available for inspection.

Except for Ms. Hari Priya and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No.11

The members of your Company in their Extra Ordinary General Meeting held on January 1, 2021 has appointed Mr. Gaddam Venkata Ramana (DIN:00031873) as the Managing Director of the Company for a period of three years with effect from January 1, 2021 to December 31, 2023 at a remuneration of Rs.2,75,000 per month.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company, may subject to certain conditions including passing of special resolution in the general meeting, may pay remuneration to its managerial personnel in excess of the limits mentioned therein. In addition, a company having inadequate/no profits may, subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel.

In line with the above provisions, the Company may pay managerial remuneration as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Proposed Remuneration:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 30, 2022 has revised the remuneration of Mr. Gaddam Venkata Ramana (DIN: 00031873) to Rs.4,25,000/- (Rupees Four Lakhs Twenty-Five Thousand Only) per month from April 1, 2022 to December 31, 2023 (end of his tenure).

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year, Mr. Gaddam Venkata Ramana, Managing Director shall be entitled to a minimum remuneration as mentioned above for the said period.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 11 is mentioned below:

I. General Information:

Nature of industry	Pharmaceutical Industry	
Date or expected date of commencement of commercial production	The Company was originally incorporated as Vineet Laboratories Private Limited in the year 2003. The same was merged with Ortin Laboratories Limited in the year 2011. The commercial production in Vineet Laboratories Private Limited commenced in February 2007.	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators - As per the Audited Financial Results for the FY ended on 31-03-2022	Particulars	Rs. In Lakhs
	Revenue from Operations	19,117.23
	Other Income	28.51
	Total Income	19145.74
	Employees benefit expenses	490.94
	Depreciation & amortization expenses	201.57
	Other Expenses	2747.22
	Total Expenses	18211.19
	Profit before tax	934.55
Foreign investments or collaborations, if any	None	

II. Information about the appointee

Background details	Mr. Gaddam Venkata Ramana, aged about 53 years is having more than 11 years of experience in the pharma industry. He is a Masters in Science in Chemistry
Past remuneration	Rs.2,75,000/- per month from January 1, 2021
Recognition or awards	-
Job profile and his suitability	Following a distinguished 11 year long service, Mr. Gaddam Venkata Ramana took over as the Managing Director of the Company and was entrusted with substantial powers of the management and was responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company
Remuneration proposed	As mentioned in the Special Resolution set forth at Item No. 11 of this Notice, read with the Explanatory Statement thereto

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Gaddam Venkata Ramana is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any	He is not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information

Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V
Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact.
Expected increase in productivity and profits in measurable terms	During 2022-23, Q1 profit showed considerable recovery in demand and business results as compared to Q1 2021-22

IV. Disclosures

All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	Fully described above
Details of fixed components and performance linked incentives along with the performance criteria	Nil
Service contracts, notice periods, severance fee	The balance tenure of the Managing Director is till December 31, 2023.
Stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable	Nil

Hence, the Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

None of the Directors except Mr. Gaddam Venkata Ramana, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Item No.12

The members of your Company in their Extra Ordinary General Meeting held on January 1, 2021 has appointed Mr. Satyanarayana Raju Bhupathiraju (DIN: 02697880) as the Whole Time Director of the Company for a period of three years with effect from January 1, 2021 to December 31, 2023 at a remuneration of Rs.2,50,000 per month.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company, may subject to certain conditions including passing of special resolution in the general meeting, may pay remuneration to its managerial personnel in excess of the limits mentioned therein. In addition, a company having inadequate/no profits may, subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel.

In line with the above provisions, the Company may pay managerial remuneration as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Proposed Remuneration:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 30, 2022 has revised the remuneration of Mr. Satyanarayana Raju Bhupathiraju (DIN: 02697880), Whole Time Director to Rs.3,25,000/- (Rupees Three Lakhs Twenty-Five Thousand Only) per month from April 1, 2022 to December 31, 2023 (end of his tenure).

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year, Mr. Satyanarayana Raju Bhupathiraju, Whole Time Director shall be entitled to a minimum remuneration as mentioned above for the said period.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 12 is mentioned below:

V. General Information:

Nature of industry	Pharmaceutical Industry																		
Date or expected date of commencement of commercial production	The Company was originally incorporated as Vineet Laboratories Private Limited in the year 2003. The same was merged with Ortin Laboratories Limited in the year 2011. The commercial production in Vineet Laboratories Private Limited commenced in February 2007.																		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																		
Financial performance based on given indicators - As per the Audited Financial Results for the FY ended on 31-03-2022	<table> <tr> <th>Particulars</th><th>Rs. In Lakhs</th></tr> <tr> <td>Revenue from Operations</td><td>19,117.23</td></tr> <tr> <td>Other Income</td><td>28.51</td></tr> <tr> <td>Total Income</td><td>19145.74</td></tr> <tr> <td>Employees benefit expenses</td><td>490.94</td></tr> <tr> <td>Depreciation & amortization expenses</td><td>201.57</td></tr> <tr> <td>Other Expenses</td><td>2747.22</td></tr> <tr> <td>Total Expenses</td><td>18211.19</td></tr> <tr> <td>Profit before tax</td><td>934.55</td></tr> </table>	Particulars	Rs. In Lakhs	Revenue from Operations	19,117.23	Other Income	28.51	Total Income	19145.74	Employees benefit expenses	490.94	Depreciation & amortization expenses	201.57	Other Expenses	2747.22	Total Expenses	18211.19	Profit before tax	934.55
Particulars	Rs. In Lakhs																		
Revenue from Operations	19,117.23																		
Other Income	28.51																		
Total Income	19145.74																		
Employees benefit expenses	490.94																		
Depreciation & amortization expenses	201.57																		
Other Expenses	2747.22																		
Total Expenses	18211.19																		
Profit before tax	934.55																		
Foreign investments or collaborations, if any	None																		

VI. Information about the appointee

Background details	Mr. Satyanarayana Raju Bhupathiraju (DIN: 02697880), Whole Time Director, aged about 72 years is having more than 11 years of experience in the pharma industry. He is a SSLC.
Past remuneration	Rs.2,25,000/- per month from January 1, 2021
Recognition or awards	-
Job profile and his suitability	Following a distinguished 11 year long service, Mr. Satyanarayana Raju Bhupathiraju was appointed as Whole Time Director of the Company
Remuneration proposed	As mentioned in the Special Resolution set forth at Item No. 12 of this Notice, read with the Explanatory Statement thereto
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Satyanarayana Raju Bhupathiraju is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any	He is not related to any of the Directors and Key Managerial Personnel of the Company.

VII. Other Information

Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact.
Expected increase in productivity and profits in measurable terms	During 2022-23, Q1 profit showed considerable recovery in demand and business results as compared to Q1 2021-22

VIII. Disclosures

All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	Fully described above
Details of fixed components and performance linked incentives along with the performance criteria	Nil
Service contracts, notice periods, severance fee	The balance tenure of the Whole Time Director is till December 31, 2023.
Stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable	Nil

Hence, the Board commends the Special Resolution set out at Item No. 12 of the Notice for approval by the Members.

Except Mr. Satyanarayana Raju Bhupathiraju, none of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Item No.13 & 14

Mr. Kandula Murali Mohan (DIN: 03313407) has been the Non-Executive Director of the Company.

In the Board Meeting held on August 30, 2022, the directors have approved the change in designation of Mr. Kandula Murali Mohan from Non-Executive Director to Whole Time Director of the Company and appointed him as Whole Time Director for a period of 2 years effective from July 1, 2022 to June 30, 2024, subject to the approval of the shareholders in the ensuing AGM.

Further, your Company has received consent in writing from Mr. Kandula Murali Mohan to act as Whole Time Director as required under the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

Since Mr. Kandula Murali Mohan has eighteen years of experience in bulk drug industry with excellent knowledge of pharma industry in addition to good network with top companies in the industry, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Whole Time Director.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of Mr. Kandula Murali Mohan as Whole time Director of the Company. His brief profile is given below for reference of the members.

In addition, pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company, may subject to certain conditions including passing of special resolution in the general meeting, may pay remuneration to its managerial personnel in excess of the limits mentioned therein. In addition, a company having inadequate/no profits may, subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel.

In line with the above provisions, the Company may pay managerial remuneration as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Proposed Remuneration:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 30, 2022 has fixed the remuneration of Mr. Kandula Murali Mohan (DIN: 03313407), Whole Time Director as Rs.3,00,000/- (Rupees Three Lakhs Only) per month for a period 2 years effective from July 1, 2022 to June 30, 2024.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year, Mr. Kandula Murali Mohan, Whole Time Director shall be entitled to a minimum remuneration as mentioned above for the said period.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 13 & 14 is mentioned below:

IX. General Information:

Nature of industry	Pharmaceutical Industry	
Date or expected date of commencement of commercial production	The Company was originally incorporated as Vineet Laboratories Private Limited in the year 2003. The same was merged with Ortin Laboratories Limited in the year 2011. The commercial production in Vineet Laboratories Private Limited commenced in February 2007.	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators - As per the Audited Financial Results for the FY ended on 31-03-2022	Particulars	Rs. In Lakhs
	Revenue from Operations	19,117.23
	Other Income	28.51
	Total Income	19145.74
	Employees benefit expenses	490.94
	Depreciation & amortization expenses	201.57
	Other Expenses	2747.22
	Total Expenses	18211.19
	Profit before tax	934.55
Foreign investments or collaborations, if any	None	

X. Information about the appointee

Background details	Mr. Kandula Murali Mohan (DIN: 03313407), Whole Time Director, aged about 43 years is having more than 18 years of experience in the bulk drugs industry. He is a Post Graduate in Chemistry
Past remuneration	He was the Non-Executive Director
Recognition or awards	-
Job profile and his suitability	Following a distinguished 18 year long experience, Mr. Kandula Murali Mohan was appointed as Whole Time Director of the Company
Remuneration proposed	As mentioned in the Special Resolution set forth at Item No. 14 of this Notice, read with the Explanatory Statement thereto

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Kandula Murali Mohan is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any	He is not related to any of the Directors and Key Managerial Personnel of the Company.

XI. Other Information

Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V
Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact.
Expected increase in productivity and profits in measurable terms	During 2022-23, Q1 profit showed considerable recovery in demand and business results as compared to Q1 2021-22

XII. Disclosures

All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	Fully described above
Details of fixed components and performance linked incentives along with the performance criteria	Nil
Service contracts, notice periods, severance fee	The tenure of the Whole Time Director is till June 30, 2024.
Stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable	Nil

Hence, the Board commends the Special Resolution set out at Item No. 13 & 14 of the Notice for approval by the Members.

Except Mr. Kandula Murali Mohan, none of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution

**Details Of Directors Seeking Appointment /
Re-appointment In The Forthcoming Annual General Meeting**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the director	Satyanarayana Raju Bhupathiraju	Hari Priya Yerukalapudi	Kandula Murali Mohan
Director Identification Number	02697880	09690829	03313407
Date of Birth (Age)	25-05-1950 (72 years)	18-06-1990 (32 years)	15-06-1979 (43 years)
Date of first appointment on the Board Educational Qualification	01-01-2021 Graduate	29-07-2022 B. Com Associate Company Secretary Chartered Accountant (Inter)	10-11-2016 Post Graduate in Chemistry
Experience (including expertise in specific functional areas)/ Brief Resume	He retired as a Gazette Officer from the State Govt. He has good experience in Administration and Finance.	She has more than 6 years of experience in handling secretarial works and ensuring corporate Governance.	Total 18 years of experience in the Bulk Drug Industry. Out of these 7 years as an entrepreneur. Expertise: He is having good knowledge & experience in listed products in the suggested project in existing and previous companies. Very familiar with the industry and having good relations with top management of the pharma giants. Good team builder, has hands of experience in so many projects worth of above Rs.20 Crores. knowledge and experience in cost cutting, effective productivity and administration
Directorships held in other companies (excluding foreign companies)	Vineet Life Sciences Private Limited Ortin Laboratories Limited	Nil	Vineet Life Sciences Private Limited Satyadeva Organosys Private Limited
Membership / Chairmanships of committees across companies (excluding foreign companies)	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil

No. of shares held in the Company either by self or as a beneficial owner	5,12,987	Nil	1,15,746
Terms and Conditions of appointment / re-appointment	As per the Ordinary Resolution set forth at Item No. 3 of this Notice	As per the Special Resolution set forth at Item No.10 of this Notice, read with the Explanatory Statement thereto	As per the Special Resolution set forth at Item No. 13 & 14 of this Notice, read with the Explanatory Statement thereto
Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies)	Nil	Nil	Nil

For other details such as number of meetings of the Board attended during the year; remuneration last drawn & sought to be paid; and the skills and capabilities required for the role of Independent Director and the manner in which the person proposed to be appointed / re-appointed meets such requirements, etc. please refer to the Corporate Governance Report which is a part of the Annual Report.