



**VIYASH LIFE SCIENCES PRIVATE LIMITED**

**CIN:** U24239TG2019PTC130774

**Registered Office:** Plot No.290, Srivalli's Corporate, Road No.6, Kakatiya Hills, Madhapur, Rangareddi, 500081, Hyderabad, Telangana, India.

**Tel No:** 040-23635000

**Email:** ramakantsingani@viyash.com **Website:** <https://www.viyash.com/>

**NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF  
VIYASH LIFE SCIENCES PRIVATE LIMITED PURSUANT TO ORDER  
DATED 23<sup>RD</sup> JULY, 2025 OF THE HON'BLE NATIONAL COMPANY  
LAW TRIBUNAL, HYDERABAD BENCH - II**

| <b>MEETING</b>                              |   |
|---|---|
| <b>Day and Date</b>                         | <b>Saturday, 30<sup>th</sup> August, 2025</b>   |
| <b>Time</b>                                 | <b>01:15 p.m. (IST)</b>   |
| <b>Mode of Meeting (Physical)<br/>Venue</b> | Plot No. 290, Srivalli's Corporate, Road No. 6,<br>Kakatiya Hills, Madhapur, Hyderabad,<br>Telangana, 500081. |

**FORM NO. CAA-2**

*[Pursuant to Section 230(3) of the Companies Act, 2013 and Rules 6 and 7 of Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]*

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
HYDERABAD BENCH - II**

**COMPANY APPLICATION (CAA) NO. 30/230/HDB/2025**

**IN THE MATTER OF SECTIONS 230 TO 232  
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT,  
2013**

**AND**

**IN THE MATTER OF COMPOSITE SCHEME OF AMALGAMATION  
AMONGST**

**SEQUENT SCIENTIFIC LIMITED**

**(APPLICANT COMPANY 1/AMALGAMATED COMPANY)**

**AND**

**SYMED LABS LIMITED**

**(APPLICANT COMPANY 2/TRANSFEROR COMPANY 1)**

**AND**

**VANDANA LIFE SCIENCES PRIVATE LIMITED**

**(APPLICANT COMPANY 3/TRANSFEROR COMPANY 2)**

**AND**

**APPCURE LABS PRIVATE LIMITED**

**(APPLICANT COMPANY 4/TRANSFEROR COMPANY 3)**

**AND**

**VINDHYA PHARMA (INDIA) PRIVATE LIMITED**

**(APPLICANT COMPANY 5/TRANSFEROR COMPANY 4)**

**AND**

**S.V. LABS PRIVATE LIMITED**

**(APPLICANT COMPANY 6/TRANSFEROR COMPANY 5)**

**AND**

**VINDHYA ORGANICS PRIVATE LIMITED**

**(APPLICANT COMPANY 7/TRANSFEROR COMPANY 6)**

**AND**

**VIYASH LIFE SCIENCES PRIVATE LIMITED**

**(APPLICANT COMPANY 8/TRANSFEREE COMPANY 1/AMALGAMATING  
COMPANY 1)**

**AND**

**GENINN LIFE SCIENCES PRIVATE LIMITED  
(APPLICANT COMPANY 9/TRANSFEREE COMPANY  
2/TRANSFEROR COMPANY 7)**

**AND**

**SEQUENT RESEARCH LIMITED  
(APPLICANT COMPANY 10/AMALGAMATING COMPANY 2)**

**AND**

**AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**SEQUENT SCIENTIFIC LIMITED**

(CIN: L99999TS1985PLC196357)

A Company registered under Companies Act of 1956

Having its registered office at 3rd Floor, Srivallis Corporate,

Plot No. 290, SYN 33 34 PTO 39, Guttala Begumpet,

Jubilee Hills, Hyderabad, Shaikpet, Telangana, 500033.

**Represented by Mr. Rajaram Narayanan, Authorised Signatory**

**... Applicant Company 1/Amalgamated Company**

**SYMED LABS LIMITED**

(CIN: U24231TG1998PLC029961)

A Company registered under the Companies Act of 1956

Having its registered office at Plot No. 290, Srivallis Corporate,  
Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana 500081.

**Represented by Ms. Janaki Aasani, Authorised Signatory**

**... Applicant Company 2/Transferor Company 1**

**VANDANA LIFE SCIENCES PRIVATE LIMITED**

(CIN: U24239TG2002PTC040132)

A Company registered under Companies Act of 1956

Having its registered office at Plot No. 290, Srivallis Corporate,  
Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana 500081.

**Represented by Mr. Janaki Aasani, Authorised Signatory**

**... Applicant Company 3/Transferor Company 3**

**APPCURE LABS PRIVATE LIMITED**

(CIN: U24232TG2012PTC084625)

A Company registered under Companies Act of 1956.

Having its registered office at 89/A, Sy. 311/5 Phase – 1, Medchal,  
Malkajgiri, IDA Jeedimetla, Hyderabad, Telangana, 500055.

**Represented by Mr. Ramakant Singani, Authorised Signatory**

**... Applicant Company 4/Transferor Company 4**

**VINDHYA PHARMA (INDIA) PRIVATE LIMITED**

(CIN: U24296TG2006PTC050700)

A Company registered under Companies Act of 1956

Having its registered office at Plot No. 290, Srivalli's Corporate,

Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana 500081.

**Represented by Mr. Ramakant Singani, Authorised Signatory**

**... Applicant Company 5/Transferor Company 4**

**S.V. LABS PRIVATE LIMITED**

(CIN: U24239TG2003PTC041662)

A Company registered under Companies Act of 1956

Having its registered office at Plot No. 290, Srivalli's Corporate, Road No. 6,

Kakatiya Hills, Madhapur, Hyderabad, Telangana 500081.

**Represented by Mr. Janaki Aasani, Authorised Signatory**

**... Applicant Company 6/Transferor Company 5**

**VINDHYA ORGANICS PRIVATE LIMITED**

(CIN: U24110TG1988PTC008252)

A Company registered under Companies Act of 1956

Having its registered office at Plot No. 3, 4 & 5,

Anrich Industrial Estate, Bollaram, Telangana 502325.

**Represented by Mr. Janaki Aasani, Authorised Signatory**

**... Applicant Company 7/Transferor Company 6**

**VIYASH LIFE SCIENCES PRIVATE LIMITED**

(CIN: U24239TG2019PTC130774)

A Company registered under Companies Act of 2013

Having its registered office at Plot No. 290, Srivalli's Corporate, Road No. 6,

Kakatiya Hills, Madhapur, Hyderabad, Telangana 500081.

**Represented by Mr. Ramakant Singani, Authorised Signatory**

**... Applicant Company 8/Transferor Company 6**

**GENINN LIFE SCIENCES PRIVATE LIMITED**

(CIN: U24299TG2019PTC136520)

A Company registered under Companies Act of 2013

Having its registered office at Plot No. 3,4 & 5, Anrich Industrial

Estate Bollaram, Medak, Hyderabad, Telangana, 502325.

**Represented by Mr. Ramakant Singani, Authorised Signatory**

**... Applicant Company 9/Transferee Company 2/Transferor Company 7**

**SEQUENT RESEARCH LIMITED**

(CIN: U24232TL2007PLC042483)

A Company registered under Companies Act of 2013

Having its registered office at 3rd Floor, Srivallis Corporate,

Plot No. 290, SYN 33 34P TO 39, Guttala Begumpet,

Jubilee Hills, Hyderabad, Shaikpet, Telangana, 500033.

**Represented by Mr. Rajaram Narayanan, Authorised Signatory**

**... Applicant Company 10/Amalgamating Company 2**

***(Together called as “Applicant Companies”)***

*Further, Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, together called as “**Transferor Companies**”; Amalgamating Company 1 and Amalgamating Company 2 together called as “**Amalgamating Companies**”.*

**NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF**  
**VIYASH LIFE SCIENCES PRIVATE LIMITED**

To,

**All the Equity Shareholders of Viyash Life Sciences Private Limited**

1. **NOTICE** is hereby given that, by the Order dated 23<sup>rd</sup> July, 2025 passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench - II ("Hon'ble **Tribunal**") in the abovementioned Application in relation to the Composite Scheme, directed to conduct a meeting of the Equity Shareholders of Viyash Life Sciences Private Limited, to be held on **Saturday, 30<sup>th</sup> August, 2025 at 1:15 p.m. (IST)** for the purpose of considering and if not fit, approving with or without modification, the proposed Composite Scheme of Amalgamation amongst Sequent Scientific Limited ("**Applicant Company 1**" or "**Amalgamated Company**"), Symed Labs Limited ("**Applicant Company 2**" or "**Transferor Company 1**"), Vandana Life Sciences Private Limited ("**Applicant Company 3**" or "**Transferor Company 2**"), Appcure Labs Private Limited ("**Applicant Company 4**" or "**Transferor Company 3**"), Vindhya Pharma (India) Private Limited ("**Applicant Company 5**" or "**Transferor Company 4**"), S.V. Labs Private Limited ("**Applicant Company 6**" or "**Transferor Company 5**"), Vindhya Organics Private Limited ("**Applicant Company 7**" or "**Transferor Company 6**"), Viyash Life Sciences Private Limited



(“**Applicant Company 8**” or “**Transferee Company 1**” or “**Amalgamating Company 1**”), Geninn Life Sciences Private Limited (“**Applicant Company 9**” or “**Transferee Company 2**” or “**Transferor Company 7**”), Sequent Research Limited (“**Applicant Company 10**” or “**Amalgamating Company 2**”) and their respective shareholders and creditors (“**Composite Scheme**”) (“**Meeting**”). The Applicant Company 1, Applicant Company 2, Applicant Company 3, Applicant Company 4, Applicant Company 5, Applicant Company 6, Applicant Company 7, Applicant Company 8, Applicant Company 9, Applicant Company 10 are hereinafter collectively referred to as the “**Applicant Companies**”. The brief proposed Composite Scheme finds a mention at Para Number 4 of this Notice.

2. The shareholding pattern of Promoter/Promoter Group and Public Shareholders of the Amalgamated Company before and after implementation of Scheme is depicted as under:

As advised by BSE and NSE in their respective observation letters dated 26<sup>th</sup> May, 2025, the shareholding pattern of Promoter/Promoter Group and Public Shareholders before and after implementation of Composite Scheme is set out below along with a brief description of the impact of the change in shareholding of the Amalgamated Company:

| <b>Category</b>                      | <b>Pre-Scheme<br/>Shareholding<br/>(%)</b> | <b>Post-Scheme<br/>Shareholding<br/>(%)</b> | <b>Change (%)</b> |
|--------------------------------------|--|---|-------------------|
| <b>Promoter/Promoter<br/>Group</b>   | <b>52.78</b>                               | <b>62.44</b>                                | <b>9.66</b>       |
| <b>Public<br/>Shareholders</b>       | <b>47.22</b>                               | <b>37.46</b>                                | <b>(9.76)</b>     |
| <b>Non-Promoter /<br/>Non-Public</b> | <b>0.17</b>                                | <b>0.10</b>                                 | <b>(0.07)</b>     |

The shareholders may note that implementation of scheme shall result in increase in the shareholding of Promoter/Promoter Group of the Amalgamated Company from 52.78%% to 62.44%. Shareholders may also note that approval of the shareholders to scheme of merger would also result in them agreeing to increase in shareholding of promoters of the Amalgamated Company on implementation of the Scheme. Therefore, investors should read all the Scheme related documents before exercising their voting rights.

Pursuant to effectiveness of the Composite Scheme, as consideration for the amalgamation, the Amalgamated Company will issue equity

**shares to the eligible shareholders of the Transferee Company 1, as per the share exchange ratio determined under the Valuation Report.**

**There will be no impact on the rights of public shareholders of the Amalgamated Company, as a result of the merger, and the parties have followed due process, and obtained all necessary approvals, made applicable disclosures as per the provisions of the Act, the SEBI Listing Regulations, relevant rules, regulations, circulars, etc. notified thereunder, and orders of regulatory authorities, including the SEBI, BSE, NSE, and the Competition Commission of India, as applicable.]**

3. In pursuance of the aforesaid Order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of VIYASH LIFE SCIENCES PRIVATE LIMITED i.e., the Transferee Company 1/Amalgamating Company 1 will be held physically/non-virtually *at Plot No. 290, Srivalli's Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana 500081 on Saturday, 30<sup>th</sup> day of August, 2025 at 1:15 P.M. at which time and place* the Equity Shareholders of VIYASH LIFE SCIENCES PRIVATE LIMITED i.e., the Transferee Company 1/Amalgamating Company 1 are requested to attend the same.
4. To consider and, if thought fit, approve with or without modification(s), the following resolution under Sections 230 to 232 of the Companies Act,

2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company for approval of the arrangement embodied in the Composite Scheme:

***“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions of the Companies Act, 2013 and the provisions of the Income-Tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the **Transferee Company 1/Amalgamating Company 1** and subject to the approval of the Hon’ble National Company Law Tribunal, Hyderabad bench (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Transferee Company 1/Amalgamating Company 1*

*(herein after referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Amalgamation amongst Sequent Scientific Limited (Amalgamated Company) and Symed Labs Limited (Transferor Company1) and Vandana Life Sciences Private Limited (Transferor Company2) and Appcure Labs Private Limited (Transferor Company 3) and Vindhya Pharma (India) Private Limited (Transferor Company 4) and S.V. Labs Private Limited (Transferor Company 5) and Vindhya Organics Private Limited (Transferor Company 6) and Viyash Life Sciences Private Limited (Transferee Company 1/Amalgamating Company 1) and Geninn Life Sciences Private Limited (Transferee Company 2/Transferor Company 7) and Sequent Research Limited (Amalgamating Company 2) and their respective Shareholders and Creditors as placed before this meeting, be and is hereby approved.”*

*“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate, expedient, usual, proper or necessary to give effect to this resolution and*

*effectively implement the amalgamation embodied in the Composite Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the amalgamation embodied in the Composite Scheme or by any authorities under law, or as maybe required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Composite Scheme, as the Board may deem fit and proper, and to settle any questions or difficulties or doubts that may arise, under the Composite Scheme or in regard to and of the meaning or interpretation of the Composite Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Composite Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Composite Scheme and to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Composite Scheme upon the sanction of the Composite Scheme by, amongst others, the NCLT and/or any other regulatory/government authorities, to implement and to make the Composite Scheme effective, without the Board being required to seek any further consent/approval of the shareholders, and/or to approve withdrawal (and where applicable, re-filing) of the Composite Scheme at any stage for any reason including in*

*case any changes and/or modifications are suggested/required to be made in the Composite Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Composite Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Composite Scheme*

5. A copy of the said Composite Scheme and the explanatory statement under Section 230, Section 232 and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”), along with all annexures to such statement, including a copy of the Composite Scheme are annexed hereto and the copy of the same can also be obtained free of charge at the registered office of the VIYASH LIFE SCIENCES PRIVATE LIMITED Company situated at **Plot No. 290, Srivalli's Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana, 500081. Persons entitled to attend and vote at the meeting, may vote in person or by**

**proxy, provided that all proxies in the prescribed form are deposited at the registered office of the VIYASH LIFE SCIENCES PRIVATE LIMITED not later than 48 hours before the meeting.**

6. Forms of proxy can be obtained at the registered office of the Company
7. The Hon'ble Tribunal, has appointed **Mr. Manav Gecil Thomas, Advocate**, as the Chairperson and **Mr. Venka Reddy Bathina, Practicing Company Secretary**, as the *Scrutinizer* for the said meetings. The abovementioned Composite Scheme, if approved in the meetings, will be subject to the subsequent approval of the Hon'ble Tribunal.

**Manav Gecil Thomas**  
**Chairperson of the Meeting**  
**appointed by the Hon'ble Tribunal**

Date: **28<sup>th</sup> July, 2025**

Place: **Hyderabad**



## **NOTES FOR THE MEETING**

1. The Equity Shareholders are entitled to attend, vote and each Equity Shareholders is entitled to appoint one or more proxies to attend and vote instead of itself/himself and a proxy need not be Equity Shareholders of the Company. The instrument appointing a proxy should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. All alterations made in the Form of Proxy should be initialed.
3. The Equity Shareholders of the Transferee Company 1/Amalgamating Company 1 whose are names appearing in the records of the Company as on 31<sup>st</sup> March 2025 (Cut-off date) shall be eligible to attend and vote at the meeting of the Equity Shareholders of the Company or cast their votes either in person or through authorized representatives. The authorized representative of a body corporate which is a registered Equity Shareholders of the Company may attend and vote at the meeting provided a certified true copy of the resolution of the Board of Directors or Authorization Letters authorizing the persons to sign on their behalf or other governing body of the body corporate authorizing such representative to attend at the meeting is deposited at the Registered Office of the Company not later than 48 hours before the schedule time of the commencement of meeting.
4. The Equity Shareholders or his/her Authorized Representative is requested to produce the Attendance Slip, duly completed and signed, at the entrance of the Meeting venue.
5. In compliance with the aforesaid Order, the Company shall publish public notice by way of an advertisement in “**Business Standard**” (in English) and in “**Nava Telengana**” (in Telugu), both having a wide circulation in, Hyderabad where the registered office of the Company is situated.
6. The Tribunal has appointed Mr. Venka Reddy Bathina, Practicing Company Secretary, as the Scrutinizer to scrutinize the voting process, at the Tribunal Convened Meeting. The Scrutinizer will submit its report to the Chairperson of the Tribunal Convened Meeting after completion of the scrutiny of the votes

cast by the Equity Shareholders of the Company, in a fair and transparent manner. The Scrutinizers decision on the validity of the vote(s) shall be final.

7. Explanatory Statement under Sections 230, 232 and 102 of the Act read with Rule 6 of the CAA Rules, 2016 to the Tribunal Convened Meeting, is annexed hereto.
8. The Attendance Slip, Proxy Form, Draft Board Resolution/Authorization letter to appoint authorized Representative on behalf of the Company/LLP/Partnership Firm (if Equity Shareholders Are Company/LLP/Partnership Firm) the and route map are annexed hereto.

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
HYDERABAD BENCH - II**

**COMPANY APPLICATION (CAA) NO. 30/230/HDB/2025**

**IN THE MATTER OF SECTIONS 230 TO 232  
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT,  
2013**

**AND**

**IN THE MATTER OF COMPOSITE SCHEME OF AMALGAMATION  
AMONGST**

**SEQUENT SCIENTIFIC LIMITED**

**(APPLICANT COMPANY 1/AMALGAMATED COMPANY)**

**AND**

**SYMED LABS LIMITED**

**(APPLICANT COMPANY 2/TRANSFEROR COMPANY 1)**

**AND**

**VANDANA LIFE SCIENCES PRIVATE LIMITED**

**(APPLICANT COMPANY 3/TRANSFEROR COMPANY 2)**

**AND**

**APPCURE LABS PRIVATE LIMITED**

**(APPLICANT COMPANY 4/TRANSFEROR COMPANY 3)**

**AND**

**VINDHYA PHARMA (INDIA) PRIVATE LIMITED**

**(APPLICANT COMPANY 5/TRANSFEROR COMPANY 4)**

**AND**

**S.V. LABS PRIVATE LIMITED**

**(APPLICANT COMPANY 6/TRANSFEROR COMPANY 5)**

**AND**

**VINDHYA ORGANICS PRIVATE LIMITED**

**(APPLICANT COMPANY 7/TRANSFEROR COMPANY 6)**

**AND**

**VIYASH LIFE SCIENCES PRIVATE LIMITED**

**(APPLICANT COMPANY 8/TRANSFeree COMPANY 1/  
AMALGAMATING COMPANY 1)**

**AND**

**GENINN LIFE SCIENCES PRIVATE LIMITED**

**(APPLICANT COMPANY 9/TRANSFeree COMPANY 2/**

**TRANSFEROR COMPANY 7)  
AND  
SEQUENT RESEARCH LIMITED  
(APPLICANT COMPANY 10/AMALGAMATING COMPANY 2)  
AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**VIYASH LIFE SCIENCES PRIVATE LIMITED  
(CIN: U24239TG2019PTC130774)**

A Company registered under the Companies Act of 2013  
Having its registered office at Plot No. 290, Srivalli's Corporate,  
Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana 500081.

**Represented by Mr. Ramakant Singani, Authorised Signatory**

**... Transferee Company 1/Amalgamating Company 1**

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**EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 232 READ WITH OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”), RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 (“CAA RULES”) AND MASTER CIRCULAR DATED 20<sup>TH</sup> JUNE 2023 BEARING REFERENCE NO. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ON COMPOSITE SCHEME OF AMALGAMATION ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA TO THE NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF VIYASH LIFE SCIENCES PRIVATE LIMITED CONVENED PURSUANT TO ORDER OF THE HON’BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH – II (“TRIBUNAL”) DATED 23<sup>RD</sup> JULY, 2025 (“TRIBUNAL ORDER”).**

**1. MEETING FOR THE COMPOSITE SCHEME**

- 1.1. This is a statement accompanying the Notice for convening the Meeting of the equity shareholders of Viyash Life Sciences Private Limited

(“**Company**”), for the purpose of their consideration and approval of the proposed Composite Scheme of Amalgamation amongst Sequent Scientific Limited (Applicant Company 1/Amalgamated Company), Symed Labs Limited (Applicant Company 2/Transferor Company 1), Vandana Life Sciences Private Limited (Applicant Company 3/Transferor Company 2), Appcure Labs Private Limited (Applicant Company 4/Transferor Company 3), Vindhya Pharma (India) Private Limited (Applicant Company 5/Transferor Company 4), S.V. Labs Private Limited (Applicant Company 6/Transferor Company 5), Vindhya Organics Private Limited (Applicant Company 7/Transferor Company 6), Viyash Life Sciences Private Limited (Applicant Company 8/Transferee Company 1/Amalgamating Company 1), Geninn Life Sciences Private Limited (Applicant Company 9/Transferee Company 2/Transferor Company 7) (the Transferor Companies 1 to 7 and the Transferee Company collectively, the “**Viyash Group Companies**”), Sequent Research Limited (Applicant Company 10/Amalgamating Company 2) and their respective shareholders and creditors (“**Composite Scheme**”) in compliance with the provisions of Sections 230 to 232 read with other applicable provisions of the Act, the circulars issued thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

- 1.2. The Composite Scheme also provides for various other matters consequent and incidental to the matters set out above.
- 1.3. The salient features of the Composite Scheme are set out in paragraph [13] below, and the detailed terms of the amalgamation are set out in the Composite Scheme enclosed herewith as **Annexure 1** to this Notice.
- 1.4. Capitalised terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

## **2. DATE, TIME AND MODE OF MEETING**

Pursuant to the Tribunal Order, the Meeting of the equity shareholders of the Company, will be held physically on **Saturday, 30<sup>th</sup> August, 2025 at 1:15 p.m. (IST)**. The Copy of the Order dated **23<sup>rd</sup> July, 2025** passed by the Hon’ble Tribunal in C.A.(CAA)/30/230/HDB/2025 is enclosed as

## Annexure 2.

### 3. RATIONALE AND SYNERGIES OF THE COMPOSITE SCHEME

- 3.1. SeQuent is a leading animal health pharmaceuticals company with a global footprint, presence in formulations and API segments across multiple markets and customers. Sequent has 7 (seven) state-of-the-art manufacturing facilities globally, 5 (Five) Research and Development (R&D) centers and presence across over 100 (Hundred) markets.
- 3.2. Viyash Group Companies, together constitute an integrated, R&D & intellectual property driven global pharmaceuticals business with a strong customer base across over 150 (One Hundred Fifty) countries. Viyash has over 200 (Two Hundred) R&D scientists. Viyash has a strong focus on intellectual property with over 175 (One Hundred and Seventy-Five) filed patents and over 30 (Thirty) granted patents. The Viyash Group Companies have 9 (Nine) plants (all approved by the United States Food and Drug Administration) with end-to-end manufacturing & development capabilities.
- 3.3. The amalgamation proposed under the Composite Scheme would combine the inherent capabilities of Viyash and Sequent to create a platform with leadership in animal pharmaceuticals, end-to-end integrated capabilities across the larger global pharmaceuticals market with a strong operating and R&D backbone. The combined entity will leverage the individual businesses' strengths through the following ways:
  - a) **Access to global innovator & big pharmaceuticals customers:** *The combined entity can leverage each other's' global marquee customer base with an opportunity to participate in the larger global pharmaceuticals market;*
  - b) **Leverage technical skills:** *The combined entity can leverage Viyash's strong product development, R&D, regulatory, and manufacturing capabilities to accelerate new product development and new product launches and take a wider basket of products and services to their customers.*

3.4. The proposed Scheme would be in the best interests of the Parties and their respective shareholders, employees, creditors, and other stakeholders as the Scheme will yield advantages as set out *inter alia* below:

- a) **Expanded marketing presence across geographies:** *The combined business will have access to a larger business development team with expertise in innovator pharmaceutical companies globally;*
- b) **Backward integration:** *Viyash is backward integrated for multiple steps for most products and is already a qualified supplier for intermediates to SeQuent for one of the largest API that SeQuent manufactures for the US market;*
- c) **Procurement synergies:** *Both companies have multiple common input materials (solvents, catalysts). Combined purchasing for these can reduce raw material costs & improve Gross Margins;*
- d) **Enhanced R&D and new product pipeline:** *Viyash has over 200 (Two Hundred) R&D resources with well-equipped analytical labs. Viyash's infrastructure can deliver 15 (Fifteen) new products per year across intermediates, APIs and formulations. The combined entity will have the operating base and financial strength to accelerate investment in these areas;*
- e) **Indirect costs:** *Multiple shared functions such as Supply Chain, Finance, HR, IT. Opportunity to improve profitability as business scales through operating leverage;*
- f) **Scale benefits:** *Combined business to have 16 (Sixteen) manufacturing plants with 10 (Ten) US FDA approved plants and strong regulatory track record;*
- g) **Financial strength:** *Combined business will have a more efficient capital structure with high cash flow generation and ability to incur capex for growth.*

#### 4. BACKGROUND OF THE APPLICANT COMPANIES:

##### 4.1. Particulars of the Amalgamated Company:

4.1.1. Sequent Scientific Limited (“**Amalgamated Company**”) was originally incorporated as a Public Limited company on 28<sup>th</sup> June 1985 under the provision of the Companies Act, 1956, under the name and style of “Visistha Trades and Finance Limited” under the Registrar of Companies, Mumbai. Subsequently the Amalgamated Company changed its name to “P. I. Drugs and Pharmaceuticals Limited” effective from 25<sup>th</sup> March 2004. Finally, the Amalgamated Company altered its name to “Sequent Scientific Limited” effective from 27<sup>th</sup> October 2009. The Amalgamated Company has its registered office at 3rd Floor, Srivallis Corporate, Plot No. 290, SYN 33 34 PTO 39, Guttala Begumpet, Jubilee Hills, Hyderabad, Shaikpet, Telangana, 500033. The Corporate Identification Number of the Amalgamated Company is L99999TS1985PLC196357. The equity shares of the Amalgamated Company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”). BSE and NSE are hereinafter collectively referred to as “**Stock Exchanges**”.

4.1.2. The permanent account number of the Amalgamated company with the income tax department is **AAACV1501G**. The e-mail address of the Amalgamated Company is **investorrelations@sequent.in**.

4.1.3. The summary of the objects of the Amalgamated Company, as per its Memorandum of Association, has been reproduced below for the perusal of the equity shareholders:

*(i) To carry on the business of manufacturers, processors, producers, makers, Importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of all or any kinds of drugs, medicines, chemicals, Formulation preparation of Ectoparasiticide, Pesticides, Fungicides, Weedicides, medical plants and all types of plantations, mixtures, powder, tablets, capsules, injections, oil compounds, creams, scents, glycerine, detergent, glue, gelatin,*



*scaps, lotions, toilet goods, pigments and all kinds of pharmaceuticals, cosmetics and medicinal goods, pigments and all kinds of pharmaceuticals, cosmetic and medical preparations required or used for beauty aid, personal hygiene or in allopathic, ayurvedic homeopath, unani or nature cure methods or system of treatments, bandages, cotton, gauzes, crutches, stretchers and all kinds of anatomical, orthopaedic and surgical appliances and stores including prophylactics.*

*(ii) To carry on the business as programmer, developers, consultants and developers, advisors on information /Internet system and purveyors of information services, remote processing services, software development and marketing, telecommunications support, systems and network integration and implementation and internet services and to promote encourage, establish, develop, maintain, organize, undertake, manage, operate, conduct and to run in India or abroad internet/computer training centres, data processing centres, call centres and provide computer consultancy, software consultancy, hardware consultancy and other activities through Internet and also to provide market and product service through internet, provide the solution and to set up web site and carry on e-commerce activities like manufacturing, trading, selling, marketing of various products and all sorts of services through Internet for industrial, commercial, domestic, medical, pharmaceuticals, healthcare, public utility and other general customers for various sections of society.*

Copies of the Memorandum and Articles of Association of the Amalgamated Company can be accessed from the following link:  
[Shareholder Information - SeQuent](#)

- 4.1.4. During the last five years, there has been no change in the name and objects clause of the Amalgamated Company. The registered office of the Amalgamated Company has been shifted from the State of Maharashtra to the State of Telangana with effect from 01<sup>st</sup> April 2025.
- 4.1.5. The Amalgamated Company is one of the leading integrated pharmaceutical company with a global footprint, operating in the

domains of Animal Health (APIs and finished dosage formulations) and analytical services.

4.1.6. The share capital of the Amalgamated Company as on 31<sup>st</sup> March 2025 is as follows:

| Particulars  | Amount (in INR)     |
|--|---------------------|
| <b>Authorized Share Capital</b>                    |                     |
| 40,00,00,000 equity shares of Rs. 2/- each         | 80,00,00,000        |
| <b>Total</b>                                       | <b>80,00,00,000</b> |
| <b>Issued Subscribed and Paid-up Share Capital</b> |                     |
| 25,03,01,995 equity shares of Rs.2/- each          | 50,06,03,990        |
| <b>Total</b>                                       | <b>50,06,03,990</b> |

4.1.7. The last annual financial statements of the Amalgamated Company have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3A**.

4.1.8. The details of promoters and directors of the Amalgamated Company as on date of this Notice along with their addresses are mentioned herein below:

| Sr. No. | Name                                | Designation/ Category | Address  |
|---------|-------------------------------------|-----------------------|--|
| 1.      | CA Harbour Investments <sup>1</sup> | Promoter              | GFin Corporate Services Limited, Level 6, GFin Tower, 42 Hotel Street, Cybercity, Ebene 72201, Mauritius |

| Sr. No. | Names                | Designation          | DIN      | Address   |
|---------|----------------------|----------------------|----------|---|
| 1.      | Kamal Kishore Sharma | Independent Director | 00209430 | 501, Plot No. 47, Raheja Orchid Residents Association, JVPD, 9th Road, Near Punjab National Bank, |

<sup>1</sup> Classification of Promoters above is based on the definition of "Promoter" and "Promoter Group" as per SEBI Listing Regulations read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

|    |   |                            |              |  |
|----|---|----------------------------|--------------|--|
|    |   |                            |              | Juhu, Mumbai,<br>Maharashtra - 400049,<br>India.   |
| 2. | Milind<br>Shripad<br>Sarwate            | Independent<br>Director    | 001098<br>54 | E-201/202 Sita Vihar<br>Near Damani Estate<br>LBS Marg Naupada<br>Thane, Maharashtra-<br>400602, India.  |
| 3. | Gregory<br>John<br>Andrews              | Director                   | 089045<br>18 | 17218 W Monarch Way<br>Surprise Arizona-85387,<br>United States  |
| 4. | Fabian<br>Martin<br>Kauche              | Director                   | 089765<br>00 | 10667 Poly Taylor<br>Road, Johns Creek,<br>Georgia - 30097, United<br>States   |
| 5. | Rajaram<br>Narayanan                    | Managing<br>Director       | 029774<br>05 | 802, Evita Chsl Central<br>Avenue Hiranandani<br>Garden, Powai, Mumbai<br>Maharashtra - 400076,<br>India.                                      |
| 6. | Neeraj<br>Bharadwaj                     | Director                   | 013149<br>63 | A-187, New Friends<br>Colony<br>South Delhi, Delhi -<br>110065, India.   |
| 7  | Vedprakash<br>Shantalinga<br>ppa Ragate | Whole-<br>time<br>Director | 105784<br>09 | Flat No. 933, A Block,<br>Dattathreya Enclaves<br>Siddharatha Nagar,<br>Kurmannapalem,<br>Visakhapatnam, Andhra<br>Pradesh – 530046,<br>India. |
| 8  | Revati<br>Parag<br>Kasture              | Independent<br>Director    | 075589<br>73 | 101, Shree Yashraj, Rd.<br>No. 3, Paranjape A<br>Scheme, Ville Parle<br>(East), Mumbai,<br>Maharashtra - 400057,<br>India.                     |

|   |                       |          |              |  |
|---|-----------------------|----------|--------------|--|
| 9 | Hari Babu<br>Bodepudi | Director | 011196<br>87 | Plot No,34, Sy No.38,<br>Meenakshi Bamboos,<br>Gachibowli, K V Ranga<br>Reddy, Telangana –<br>500032, India. |
|---|-----------------------|----------|--------------|--|

#### 4.2. **Particulars of the Transferor Company 1:**

4.2.1. Symed Labs Limited (“**Transferor Company 1**”) was originally incorporated as a Private limited company on 17<sup>th</sup> August 1988, under provisions of the Companies Act 1956 under the name of style of “**Symed labs Private Limited**” with Registrar of Companies, Hyderabad. The Transferor Company 1 was converted from a Private Limited Company to Public Limited Company under the name “**Symed Labs Limited**” with effective from 08<sup>th</sup> June 2001. The Transferor Company No.1 has its registered office at Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081. The Corporate Identification Number of the Transferor Company 1 is U24231TG1998PLC029961. The equity shares of the Transferor Company 1 are not listed on any stock exchange in India.

4.2.2. The permanent account number of the Transferor Company 1 with the income tax department is **AADCS5186M**. The e-mail address of the Transferor Company 1 is **symed.secretarial@gmail.com**.

4.2.3. The summary of the objects of the Transferor Company 1, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

- (i) *To carry on the business of manufactures, buy, sell, import, export and generally deal in all types of Pharmaceuticals, Drugs and intermediaries.*
- (ii) *To carry on the research and developmental activities to develop new products and substitute for imported products for own use and for others and to develop and maintain testing house and laboratory for own use and for others.*
- (iii) *To carry on the business of Consulting Engineers in Chemicals,*

*Pharmaceutical and Dyestuff industries.*

4.2.4. During the last five years, there has been no change in the name and objects clause of the Transferor Company 1. The registered office of the Transferor Company 1 has been changed from 8-2-293/174/3, 4<sup>th</sup> Floor, Road No. 14 B. N. Reddy Colony, Banjara Hills, Hyderabad, Telangana, 500034 to Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081 with effect from 28<sup>th</sup> March 2024.

4.2.5. The Transferor Company 1 is incorporated for the purposes of dealing in all types of Pharmaceuticals, Drugs and intermediaries.

4.2.6. The share capital of the Transferor Company 1 as on 31<sup>st</sup> March 2025 is as follows:

| Particulars                                   | Amount (in INR)    |
|---|--------------------|
| <b>Authorized Share Capital</b>               |                    |
| 20,00,000 equity shares of Rs. 10/- each      | 2,00,00,000        |
| <b>Total</b>                                  | <b>2,00,00,000</b> |
| <b>Issued, Subscribed and Paid-up Capital</b> |                    |
| 9,30,100 equity shares of Rs. 10/- each       | 93,01,000          |
| <b>Total</b>                                  | <b>93,01,000</b>   |

4.2.7. The last annual financial statements of the Transferor Company 1 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3B**.

4.2.8. The details of promoters and directors of the Transferor Company 1 as on the date of the Notice along with their addresses are mentioned herein below:

| Sr. No.                              | Name                         | Category | Address  |
|--------------------------------------|------------------------------|----------|--|
| <b>Promoter &amp; Promoter Group</b> |                              |          |  |
| 1.                                   | Viyash Life Sciences Private | Promoter | Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, |

|  |                      |  |                                       |
|--|----------------------|--|---------------------------------------|
|  | Limited <sup>2</sup> |  | Hyderabad, Telangana, 500081 - India. |
|--|----------------------|--|---------------------------------------|

| <b>Sr. No.</b> | <b>Names</b>                | <b>Designation</b>   | <b>DIN</b> | <b>Address</b>   |
|----------------|-----------------------------|----------------------|------------|--|
| 1.             | Hari Babu Bodepudi          | Director & CEO       | 01119687   | Plot No-34, Sy No-38, Meenakshi Bamboos, Gachibowli, K V Rangareddy, Telangana - 500032, India.                          |
| 2.             | Kalidindi Srihari Raju      | Director             | 00982034   | Villa No. 59, Jayabheri The Meadows, Wipro Circle, Financial District, Gachibowli, Hyderabad, Telangana - 500032, India. |
| 3.             | Vijayalakshmi Vaithianathan | Nominee Director     | 09228935   | 9, Sanjeevi Nayudu Street, Thirupathiripiliyur, Cuddalore, Tamil Nadu - 607002, India.                                   |
| 4              | Pradip Manilal Kanakia      | Independent Director | 00770347   | B-901 /1001, Salarpuria Silverwoods, Varthur Road, CV Raman Nagar, Bengaluru, Karnataka - 560093, India.                 |

<sup>2</sup> including 6 nominee shareholders

|   |                         |                      |          |  |
|---|-------------------------|----------------------|----------|--|
| 5 | Kamal Kishore Sharma    | Independent Director | 00209430 | 501, Plot No. 47, Raheja Orchid Residents Association, JVPD, 9th Road, Near Punjab National Bank, Juhu, Mumbai, Maharashtra - 400049, India. |
| 6 | Srinivas Vasireddy      | Director             | 09771153 | Villa No. 84, Vasantha City, Tirumalagiri, Telangana - 500049, India.  |
| 7 | Anuj Vishnukumar Poddar | Director             | 01908009 | 201, Martins Nest, 9 Central Avenue, Santacruz West, Mumbai, Maharashtra, - 400054, India.   |

#### 4.3. **Particulars of Transferor Company 2:**

4.3.1. Vandana Life Sciences Private Limited (“**Transferor Company 2**”) was originally incorporated as a private limited company on 18<sup>th</sup> December 2002, under provisions of the Companies Act 1956 with Registrar of Companies, Hyderabad, under the name and style of “**Ahlada Pharma Private Limited**”. Subsequently with effective from 07<sup>th</sup> December 2010, the Transferor Company 2 changed its name to “**Vandana Life Sciences Private Limited**”. The Transferor Company 2 has its registered office at Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081. The Corporate Identification Number of the Transferor Company 2 is U24239TG2002PTC040132. The equity

shares of the Transferor Company 2 are not listed on any stock exchange in India.

4.3.2. The permanent account number of the Transferor Company 2 with the income tax department is **AADCA9836C**. The e-mail address of the Transferor Company 2 is **dn@vindhyapharma.com**.

4.3.3. The summary of the objects of the Transferor Company 2, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

- (i) *To carry on the business of processing, converting, producing, manufacturing, formulating, using, buying, acquiring, storing, packaging, selling, transporting, distributing, importing, exporting, and disposing of or otherwise dealing in all kinds of drugs, pharmaceuticals, intermediates for drugs and pharmaceuticals, alkaloids, vitamins, antibiotics, fine chemicals, hormones, medicinal, bacteriological, biological, immunological, and other chemical preparations, including sera, vaccines, and veterinary drugs.*
- (ii) *To carry out the business of manufacturing, selling, buying, importing, exporting, distributing, stocking, or otherwise dealing in all kinds of drugs and pharmaceutical formulations, including all types of vitamins, antibiotics, organic and inorganic chemicals, TB drugs, anti-malarial, antidiabetic, anticancer, antifungal drugs, and other drugs. This includes all kinds of alkaloids and formulations such as tablets, liquids, capsules, injections, ointments, and their allied products, derivatives, and by-products. For this purpose, the Company may enter into technical collaborations, royalty agreements, actual user agreements, concession agreements, or any other agreements with foreign and Indian parties.*
- (iii) *To carry on the business of manufacturing drugs on a loan license basis.*

4.3.4. During the last five years, there has been no change in the name and objects clause of the Transferor Company 2. The registered office of the Transferor Company 2 has been changed from Plot no. 3, 4, 5 1st



Cross Anrich Industrial Estate, IDA, Bollaram, Medak, Hyderabad, Telangana- 502325 to Plot No.290, Srivalli's Corporate, Road No.6, Kakatiya Hills, Madhapur, Rangareddi, Hyderabad, Telangana-500081 with effect from 24<sup>th</sup> March 2021.

4.3.5. The Transferor Company 2 is incorporated for dealing in all kinds of drugs, pharmaceuticals, intermediates for drugs and pharmaceuticals, alkaloids, vitamins, antibiotics, fine chemicals, hormones, medicinal, bacteriological, biological, immunological, and other chemical preparations, including sera, vaccines, and veterinary drugs.

4.3.6. The share capital of the Transferor Company 2 as on 31<sup>st</sup> March 2025 is as follows:

| Particulars  | Amount (in INR)    |
|--|--------------------|
| <b>Authorised Share Capital</b>                    |                    |
| 24,00,000 Equity Shares of INR Rs. 10/- each       | 2,40,00,000        |
| <b>Total</b>                                       | <b>2,40,00,000</b> |
| <b>Issued Subscribed and Paid-up Share Capital</b> |                    |
| 18,55,000 Equity Shares of INR Rs. 10/- each       | 1,85,50,000        |
| <b>Total</b>                                       | <b>1,85,50,000</b> |

The last annual financial statements of the Transferor Company 2 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3C**.

4.3.7. The details of promoters and directors of the Transferor Company 2 as on date of this Notice along with their addresses are mentioned herein below:

| Sr. No. | Name  | Designation/ Category | Address   |
|---------|---|-----------------------|---|
| 1.      | Viyash Life Sciences Private Limited <sup>3</sup> | Promoter              | Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana, 500081 |

<sup>3</sup> including 1 nominee shareholder

| Sr. No. | Names                  | Designation | DIN      | Address   |
|---------|------------------------|-------------|----------|---|
| 1.      | Kalidindi Srihari Raju | Director    | 00982034 | Villa No. 59, Jayabheri, The Meadows, Wipro Circle, Financial District, Gachibowli, Hyderabad, Telangana - 500032, India. |
| 2.      | Srinivas Vasireddy     | Director    | 09771153 | Villa No. 84, Vasantha City, Tirumalagiri, Telangana - 500049, India.   |

#### 4.4. **Particulars of Transferor Company 3:**

4.4.1. Appcure Labs Private Limited (“**Transferor Company 3**”) was originally incorporated as a private limited company on 05<sup>th</sup> December 2012, under provisions of the Companies Act 1956 with Registrar of Companies, Hyderabad. The Transferor Company 3 has its registered office at 89/A, Sy. 311/5, Phase-1, Medchal, Malkajgiri, IDA Jeedimetla, Hyderabad, Telangana- 500055. The Corporate Identification Number of the Transferor Company 3 is U24232TG2012PTC084625. The equity shares of the Transferor Company 3 are not listed on any stock exchange in India.

4.4.2. The permanent account number of the Transferor Company 3 with the income tax department is **AALCA3391A**. The e-mail address of the Transferor Company 3 is **janaki.s@viyash.com**.

4.4.3. The summary of the objects of the Transferor Company 3, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

- (i) *To carry on the business of manufacture, export, import, trading of bulk drugs and intermediates, testing, analysis and quality assurance systems of various industrial, non-industrial, agricultural and other materials, such as drugs and pharmaceuticals, chemicals, fertilizers, pesticides, oils and to conduct microbiological, toxicological and bio availability studies and to render consultancy and training in all the above fields and for this purpose to establish laboratories and get the same approved by appropriate authorities..*
- (ii) *To set up and carry on the business of manufacturing, refining, processing, preparing, acquiring, buying selling importing exporting, distributing and dealing in all kinds of medicines, remedies, chemicals, vitamins, minerals, medical herbs, disinfectants, cosmetics and toilet preparations, laboratory and scientific preparations, formulations for human, animal, poultry, aqua marine and agricultural use.*
- (iii) *To undertake testing investigation and research and development programs relating to industries of all kinds and of all sizes including basic industries and advise on the application of existing and new processes and methods and scope of expansion of industries for the manufacture of new and varied products and for the better utilization of waste products.*

4.4.4. During the last five years, there has been no change in the name and objects clause of the Transferor Company 3. The registered office of the Transferor Company 3 has been changed from Plot No.2, Survey No.93, Satyam Enclave Petbasheerabad Village, Quthbullapur Mandal, Hyderabad, Telangana, 500055 to 89/A, Sy. 311/5, Phase-1, Medchal, Malkajgiri, IDA Jeedimetla, Hyderabad, Telangana, 500055 with effect from 01<sup>st</sup> December 2022.

4.4.5. The Transferor Company 3 is one of the leading R&D center including dealing in all types of Pharmaceuticals, Drugs and intermediaries.

4.4.6. The share capital of the Transferor Company 3 as on 31<sup>st</sup> March 2025 is as follows:

| Particulars  | Amount (in INR)    |
|--|--------------------|
| <b>Authorised Share Capital</b>                    |                    |
| 10,00,000 Equity Shares of INR Rs. 10/- each       | 1,00,00,000        |
| <b>Total</b>                                       | <b>1,00,00,000</b> |
| <b>Issued Subscribed and Paid-up Share Capital</b> |                    |
| 5,18,000 Equity Shares of INR Rs. 10/- each        | 51,80,000          |
| <b>Total</b>                                       | <b>51,80,000</b>   |

4.4.7. The last annual financial statements of the Transferor Company 3 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3D**.

4.4.8. The details of promoters and directors of the Transferor Company 3 as on date of this Notice along with their addresses are mentioned herein below:

| Sr. No. | Name  | Designation/ Category | Address   |
|---------|---|-----------------------|---|
| 1.      | Viyash Life Sciences Private Limited <sup>4</sup> | Promoter              | Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana, 500081, India. |

| Sr. No. | Names              | Designation | DIN      | Address   |
|---------|--------------------|-------------|----------|---|
| 1.      | Hari Babu Bodepudi | Director    | 01119687 | Plot No-34, Sy No-38, Meenakshi Bamboos, Gachibowli, K V Rangareddy, Telangana - 500032, India. |

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<sup>4</sup> including 1 nominee shareholder

|    |                           |          |          |   |
|----|---------------------------|----------|----------|---|
| 2. | Kalidindi<br>Srihari Raju | Director | 00982034 | Villa No. 59,<br>Jayabheri, the<br>Meadows,<br>Wipro Circle,<br>Financial<br>District,<br>Gachibowli,<br>Hyderabad,<br>Telangana-<br>500032, India.           |
| 3. | Srinivas<br>Vasireddy     | Director | 09771153 | Villa No. 84,<br>Vasantha City,<br>Tirumalagiri,<br>Telangana-<br>500049, India.  |
| 4. | Somarouthu<br>Veeraswamy  | Director | 10373746 | 60507, Maple<br>Block, Indu<br>Fortune Fields<br>Gardenia,<br>KPHB 13 <sup>th</sup> ,<br>Phase,<br>Kukatpally,<br>Hyderabad,<br>Telangana –<br>500072, India. |

#### 4.5. **Particulars of Transferor Company 4:**

4.5.1. Vindhya Pharma (India) Private Limited (“**Transferor Company 4**”) was originally incorporated as a private limited company on 24<sup>th</sup> July 2006, under provisions of the Companies Act 1956 with Registrar of Companies, Hyderabad. The Transferor Company 4 has its registered office at Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081. The Corporate Identification Number of the Transferor Company 4 is U24296TG2006PTC050700. The equity shares of the Transferor Company 4 are not listed on any stock exchange in India.

4.5.2. The permanent account number of the Transferor Company 4 with the income tax department is **AACCV4158P**. The e-mail address of the Transferor Company 4 is **janaki.s@viyash.com**.

4.5.3. The summary of the objects of the Transferor Company 4, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

- (i) To carry on the business as buyers, sellers, importers, exporters, traders, distributors, dealers, and manufacturers, and to act as commission agents in organic and inorganic chemicals, bulk drugs, drug intermediates, pharmaceutical formulations, pesticides, dyes, and dye intermediates, as well as to provide analytical services to other industries.*
- (ii) To establish and carry on business in India or elsewhere as a manufacturer, processor, importer, exporter, transporter, agent, broker, supplier, wholesaler, retailer, distributor, stockist, dealer, godown keeper, C&F agent, and del credere agent. This includes developing, undertaking, performing, and managing all types of job works related to bulk drugs, drug intermediates, other organic compounds, and pharmaceutical formulations, including syrups, tonics, tablets, capsules, parenterals, herbal, Ayurvedic, natural extracts, and medicinal preparations, whether on a conversion basis or otherwise.*
- (iii) To establish, operate, organize, and manage research and development facilities for the development of products and processes related to drugs, organic and inorganic intermediates, and formulations. Additionally, to buy, sell, trade, and provide research services, including analytical and process improvement services.*

4.5.4. During the last five years, there has been no change in the name and objects clause of the Transferor Company 4. The registered office of the Transferor Company 4 has been changed from Plot No. F11-A & F11-B (Part), Phase-I, IDA, Jeedimetla Hyderabad Telangana 500055 India to Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081 with effect from

24<sup>th</sup> March 2021.

4.5.5. The Transferor Company 4 is dealing with all types of pharmaceuticals, pesticides, dyes etc.

4.5.6. The share capital of the Transferor Company 4 as on 31<sup>st</sup> March 2025 is as follows:

| Particulars  | Amount (in INR)    |
|--|--------------------|
| <b>Authorised Share Capital</b>                    |                    |
| 20,00,000 Equity Shares of Rs. 10/- each           | 2,00,00,000        |
| <b>Total</b>                                       | <b>2,00,00,000</b> |
| <b>Issued Subscribed and Paid-up Share Capital</b> |                    |
| 18,69,982 Equity Shares of Rs. 10/- each           | 1,86,99,820        |
| <b>Total</b>                                       | <b>1,86,99,820</b> |

4.5.7. The last annual financial statements of the Transferor Company 4 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3E**.

4.5.8. The details of promoters and directors of the Transferor Company 4 as on date of this Notice along with their addresses are mentioned herein below:

| Sr. No. | Name  | Designation/ Category | Address   |
|---------|---|-----------------------|---|
| 1.      | Viyash Life Sciences Private Limited <sup>5</sup> | Promoter              | Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana, 500081 |

| Sr. No. | Names              | Designation | DIN      | Address                         |
|---------|--------------------|-------------|----------|---------------------------------|
| 1.      | Hari Babu Bodepudi | Director    | 01119687 | Plot No-34, Sy No-38, Meenakshi |

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<sup>5</sup> including 1 nominee shareholder

|    |                              |          |          |   |
|----|------------------------------|----------|----------|---|
|    |                              |          |          | Bamboos,<br>Gachibowli, K V<br>Rangareddy,<br>Telangana - 500032,<br>India.   |
| 2. | Kalidindi<br>Srihari<br>Raju | Director | 00982034 | Villa no. 59,<br>Jayabheri the<br>Meadows, Wipro<br>circle, Financial<br>district, Gachibowli,<br>Hyderabad,<br>Telangana - 500032,<br>India. |
| 3. | Srinivas<br>Vasireddy        | Director | 09771153 | Villa No. 84,<br>Vasantha City,<br>Tirumalagiri,<br>Telangana - 500049,<br>India.   |

#### 4.6. **Particulars of Transferor Company 5:**

4.6.1. **S.V. Labs Private Limited** (“Transferor Company 5”) a private limited Company, was incorporated on 10<sup>th</sup> September 2003, under the provisions of Companies Act, 1956 with the Registrar of Companies, Hyderabad. The Transferor Company 5 has its registered office at Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081. The Corporate Identification Number of the Transferor Company 5 is U24239TG2003PTC041662. The equity shares of the Transferor Company 5 are not listed on any stock exchange in India.

4.6.2. The permanent account number of the Transferor Company 5 with the income tax department is **AAHCS5884J**. The e-mail address of the Transferor Company 5 is [janaki.s@viyash.com](mailto:janaki.s@viyash.com).

4.6.3. The summary of the objects of the Transferor Company 5, as per its Memorandum of Association, have been reproduced below for the



perusal of the equity shareholders:

- (i) To manufacture, sells, purchase, export, import deal in and acts as agent, distributors suppliers of chemicals used for manufacture of pharmaceuticals, drugs and enzymes. To manufacture, develop, convert sell, purchase, deal in, import, export all kinds of drugs and their by- products intermediates, derivatives, formulations and compounds.*
- (ii) To carry on the business of manufacture, process, buy, sell, and deal in all kinds of medicines, medicinal preparations and bulk drugs, whatsoever and obtain patents for them.*
- (iii) To carry on the research with fine chemicals, drug and dry intermediaries, APIs and related activity.*

4.6.4. During the last five years, there has been no change in the name and objects clause of the Transferor Company 5. The registered office of the Transferor Company 5 has been changed from Plot No. 3,4 & 5, First Cross, Anrich Industrial Estate, IDA, Bollaram, Hyderabad Telangana 502325 to Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081 with effect from 22<sup>nd</sup> June 2021.

4.6.5. The Transferor Company 5 is one of the leading manufactures of all kinds of pharmaceuticals, drugs and enzymes etc.

4.6.6. The share capital of the Transferor Company 5 as on 31<sup>st</sup> March 2025 is as follows:

| Particulars  | Amount (in INR)     |
|--|---------------------|
| <b>Authorised Share Capital</b>                    |                     |
| 61,00,000 Equity Shares of Rs. 10/- each           | 6,10,00,000         |
| 2,50,00,000 Preference Share of 10/- each          | 25,00,00,000        |
| <b>Total</b>                                       | <b>31,10,00,000</b> |
| <b>Issued Subscribed and Paid-up Share Capital</b> |                     |
| 60,38,600 Equity Shares of Rs. 10/- each           | 6,03,86,000         |
| 2,45,00,000 Preference shares of Rs. 10/- each     | 24,50,00,000        |
| <b>Total</b>                                       | <b>30,53,86,000</b> |

4.6.7. The last annual financial statements of the Transferor Company 5 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3F**.

4.6.8. The details of promoters and directors of the Transferor Company 5 as on date of this Notice along with their addresses are mentioned herein below:

| Sr. No. | Name  | Designation/ Category | Address   |
|---------|---|-----------------------|---|
| 1.      | Vindhya Pharma (India) Private Limited <sup>6</sup> | Promoter              | Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081 |

| Sr. No. | Names                  | Designation | DIN      | Address  |
|---------|------------------------|-------------|----------|--|
| 1.      | Kalidindi Srihari Raju | Director    | 00982034 | Villa No. 59, Jayabheri The Meadows, Wipro Circle, Financial District, Gachibowli, Hyderabad, Telangana - 500032, India. |
| 2.      | Srinivas Vasireddy     | Director    | 09771153 | Villa No. 84, Vasantha City, Tirumalagiri, Telangana - 500049, India.  |

#### 4.7. **Particulars of Transferor Company 6:**

4.7.1. Vindhya Organics Private Limited (“**Transferor Company 6**”) was originally incorporated as a private limited company on 29<sup>th</sup> January

<sup>6</sup> including 1 nominee equity shareholder

1988, under the name and style of “Parsin Chemicals Private Limited” under the provisions of Companies Act, 1956 with Registrar of Companies, Hyderabad. The Transferor Company 6 was converted from a Private Limited Company to Public Limited Company under the name “Parsin Chemicals Limited” with effect from 28<sup>th</sup> November 1988, further the name of the Transferor Company 6 was changed from Parsin Chemicals Limited to Vindhya Organics Limited with effective from 11<sup>th</sup> December 2009 and further the Transferor Company 6 was converted from a Public Limited Company to Private Limited Company under the name “**Vindhya Organics Private Limited**” with effect from 04<sup>th</sup> February 2010. The Transferor Company 6 has its registered office at Plot No. 3,4 & 5, Anrich Insustrial Estate, Bollaram, Telangana, 502325. The Corporate Identification Number of the Transferor Company 6 is U24110TG1988PTC008252. The equity shares of the Transferor Company 6 are not listed on any stock exchange in India.

4.7.2. The permanent account number of the Transferor Company 6 with the income tax department is **AABCP2283Q**. The e-mail address of the Transferor Company 6 is **janaki.s@viyash.com**.

4.7.3. The summary of the objects of the Transferor Company 6, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

- (i) *To carry on the business of manufacturing, processing, importing, exporting, running, selling, or otherwise dealing in all types of chemicals, including heavy, fine, industrial, pharmaceutical, organic, inorganic, and aromatic chemicals. This also includes fermentation products, acids, alkalis, photographic chemicals, synthetic ammonia, chromates, textile chemicals, and other chemical varieties used in various industries.*
- (ii) *To carry on the business of manufacture, process, buy, sell and deal in all kinds of medicines, medicinal preparations, and drugs, whatsoever and obtain patents for them and undertake manufacture of these items on loan license basis.*

- (iii) *To manufacture, produce, refine, prepare, import, export, purchase, sell and generally deal in all kinds of oils, oil products, oilseeds, and blends thereof. This also includes all related products, by-products, and intermediates such as fatty acids and their esters, glycerin, amines, nitrides, amides, polyamides, soaps, cosmetics, toilet preparations, emulsifiers, flotation agents, pharmaceutical preparations, animal feed, and fertilizers.*
- (iv) *To act as consulting chemists and chemical engineers, consultants in setting up of all types of chemical plants.*
- (v) *To act as dealers, distributors, and traders in all types of chemicals, including exporting them.*
- (vi) *To carry on the business of manufacturing and dealing in ION exchange resins, adhesive resins, and related raw materials.*
- (vii) *To carry on the business of tobacco processing, including curing, threshing, redrying, packing, warehousing, selling, buying, importing, and exporting. This extends to merchants, dealers, traders, buyers, and sellers of all varieties of tobacco and its products, whether manufactured or not, both within and outside India. The business also includes dealing in tobacco-related products such as cigars, pipe tobacco, white beedies, cigarettes, snuff, zarda, matchboxes, pipes, tins, canisters, snuff merchants, snuff grinders, tobacco extractions, and other related items.*

4.7.4. During the last five years, there has been no change in the name and objects clause of the Transferor Company 6.

4.7.5. The Transferor Company 6 is dealing in all kinds of pharmaceuticals, including fermentation products, acids, alkalis, photographic chemicals, synthetic ammonia, chromates and other chemical varieties used in various industries

4.7.6. The share capital of the Transferor Company 6 as on 31<sup>st</sup> March 2025 is as follows:

| Particulars | Amount (in INR) |
|-------------|-----------------|
|             |                 |

|   |                    |
|---|--------------------|
| <b>Authorized Capital</b>                     |                    |
| 41,00,000 Equity Shares of Rs.10/- each       | 4,10,00,000        |
| <b>Total</b>                                  | <b>4,10,00,000</b> |
| <b>Issued, Subscribed and Paid-up Capital</b> |                    |
| 40,57,548 Equity Shares of Rs.10/- each       | 4,05,75,480        |
| <b>Total</b>                                  | <b>4,05,75,480</b> |

4.7.7. The last annual financial statements of the Transferor Company 4 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3G**.

4.7.8. The details of promoters and directors of the Transferor Company 4 as on date of this Notice along with their addresses are mentioned herein below:

| Sr. No. | Name  | Designation/ Category | Address  |
|---------|---|-----------------------|--|
| 1.      | Geninn Life Sciences Private Limited <sup>7</sup> | Promoter              | Plot No. 3,4 & 5, Anrich Industrial Estate Bollaram, Hyderabad, Telangana - 502325 |

| Sr. No. | Names              | Designation | DIN      | Address  |
|---------|--------------------|-------------|----------|--|
| 1.      | Srinivas Vasireddy | Director    | 09771153 | Villa No. 84, Vasantha City, Tirumalagiri, Telangana - 500049, India.  |
| 2.      | Venugopal Ghanta   | Director    | 02713882 | 31-58-32-/4-38, Flat no.202, Prime Royal Apartments, Vudaphase-7, Kurmannapalem, Visakhapatnam (Rural) -530046 |

<sup>7</sup> including 1 nominee shareholder

#### **4.8. Particulars of Transferee Company 1/Amalgamating Company 1:**

4.8.1. Viyash Life Sciences Private Limited (“**Transferee Company 1/Amalgamating Company 1**”) was originally incorporated as a private limited company on 21<sup>st</sup> February 2019, under the provisions of the Companies Act, 2013 with Registrar of Companies, Hyderabad. The Transferee Company 1/Amalgamating Company 1 has its registered office at Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081. The Corporate Identification Number of the Transferee Company 1/Amalgamating Company 1 is U24239TG2019PTC130774. The equity shares of the Transferee Company 1/Amalgamating Company 1 are not listed on any stock exchange in India.

4.8.2. The permanent account number of the Transferee Company 1/Amalgamating Company 1 with the income tax department is **AAGCVE177Q**. The e-mail address of the Transferee Company 1/Amalgamating Company 1 is **janaki.s@viyash.com**.

4.8.3. The summary of the objects of the Transferee Company 1/Amalgamating Company 1, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

- (i) *To manufacture, sale, purchase, deal in various pharmaceuticals products, bulk drugs, medicines, chemicals, raw materials, intermediates for various pharmaceutical products and to engage in business of health cares, life sciences, research and development, contract manufacturing in India and/or abroad.*
- (ii) *To manufacture, process, produce, assemble, distribute, buy, sell, import, export and deal in pharmaceuticals, drugs, chemicals, medicines, raw materials, intermediates, vaccines, tonics, enzymes, steroids, vitamins, hormones, antibiotics, antiseptics, disinfectants, veterinary medicines, poultry medicines, herbal products, their by-products, intermediates, residues, mixtures, compounds, preparations, cosmetics, pesticides, medicinal components, injections, dye wares, cordials, liquors, restoratives,*

*acids, surgical preparations, medical equipment's, surgical equipment's and other related equipment's, used in all therapies of medical treatment and the other lifesaving equipment's apparatus and medicinal equipment's and to engage in the business of Healthcare, life sciences, research and development, contract manufacturing etc. in India and/or abroad.*

4.8.4. During the last five years, there has been no change in the name and objects clause of the Transferee Company 1/Amalgamating Company 1. The registered office of the Transferee Company 1/Amalgamating Company 1 has been changed from Plot No 34 SY NO 30/P 38/P 39/P Gachibowli Kondapur, Hyderabad- 500032, Telangana to Plot No. 290, Srivallis Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Shaikpet, Telangana, 500081 with effect from 07<sup>th</sup> March 2020.

4.8.5. The Transferee Company 1/Amalgamating Company 1 is one of the leading dealers of various pharmaceuticals products and engaged in the business of health cares, life sciences, research and development contract manufacturing.

4.8.6. The share capital of the Transferee Company 1/Amalgamating Company 1 as on 31<sup>st</sup> March 2025 is as follows:

| Particulars  | Amount (in INR)       |
|--|-----------------------|
| <b>Authorized Share Capital</b>                              |                       |
| 46,52,52,000 equity shares of Rs. 10/- each                  | 4,65,25,20,000        |
| 20,34,95,000 preference shares of Rs. 10/- each <sup>8</sup> | 2,03,49,50,000        |
| 1,00,00,000 preference shares of Rs. 90/- each <sup>9</sup>  | 90,00,00,000          |
| <b>Total</b>   | <b>7,58,74,70,000</b> |
| <b>Issued, subscribed and fully Paid-up Share Capital</b>    |                       |
| 315,773,941 equity shares of Rs. 10/- each                   | 315,77,39,410         |
| 18,615,406 Equity shares of Rs. 10/- each <sup>10</sup>      | 18,61,54,060          |

<sup>8</sup> CCPS Series A2

<sup>9</sup> CCPS Series B

<sup>10</sup> Class B (84,30,550 Shares), Class C1 (65,29,469 Shares) & Class C2 (36,55,387 Shares)

|              |                      |
|--------------|----------------------|
| <b>Total</b> | <b>334,38,93,470</b> |
|--------------|----------------------|

The last annual financial statements of the Transferee Company 1/Amalgamating Company 1 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3H**.

4.8.7. The details of promoters and directors of the Transferee Company 1/Amalgamating Company 1 as on date of this Notice along with their addresses are mentioned herein below:

| <b>Sr. No.</b> | <b>Name</b>                  | <b>Designation/ Category</b> | <b>Address</b>  |
|----------------|------------------------------|------------------------------|---|
| 1.             | CA Hull Investments (Equity) | Promoter                     | Lot 15 A3, First Floor, Cyber City, Ebene 72201, Mauritius.   |
| 2.             | Hari Babu Bodepudi           | Promoter                     | Plot No-34, Sy No-38, Meenakshi Bamboos, Gachibowli, K V Rangareddy, Telangana– 500032, India.  |
| 3.             | Srihari Raju Kalidindi       | Promoter                     | Villa No. 59, Jayabheri The Meadows, Wipro Circle, Financial District, Gachibowli, Hyderabad, Telangana - 500032, India.  |
| 4.             | Vijaya Bodepudi              | Promoter group               | Plot No.34, Meenakshi Bamboos, Sy No.38P, Gachibowli, K.V. Rangareddy Gachibowli, Telangana- 500032, India.   |
| 5.             | Latha Swarna Kalidindi       | Promoter group               | Villa No.59, Jayabheri, The Meadows, Financial District, Gachibowli, Besides Q City, Near Wipro Circle, Gachibowli, K.V. Ranga Reddy, Telangana- 500032, India. |
| 6.             | Barclays wealth trustees     | Promoter group               | Nirlon knowledge park, 9th floor, Block B-6, Off. western   |



|     |   |                |  |
|-----|---|----------------|--|
|     | (India) private limited as Trustee of Rajkamal Family Trust |                | Express Highway, Goregaon(east), Mumbai, Maharashtra - 400063, India.                                      |
| 7.  | Veeramachane ni Sirisha                                     | Promoter group | H.No. 5-45, beside Bundar Road, kottur, Kakainada, Edupugallu, Andhra Pradesh- 521151, India.              |
| 8.  | Bodepudi V L S Kumari                                       | Promoter group | G-3, Venu Apartments, Sitaram Nagar, Patamata lanka, Vijayawada-10, NTR Zilla, Andhra Pradesh, India.      |
| 9.  | Vijaya Durga Chintalapati                                   | Promoter group | 12-13-705/10/AAND B F 103 Balaji Residency, Gokul Nagar, Tarnaka, Hyderabad, Telangana - 500017, India.    |
| 10. | Kota Krishnarao   | Promoter group | Plot No.34, Sy No.38, Meenakshi Bamboos, Gachibowli, K.V Rangareddy Gachibowli, Telangana – 500032, India. |

| Sr. No. | Names                  | Designation               | DIN      | Address   |
|---------|------------------------|---------------------------|----------|---|
| 1.      | Hari Babu Bodepudi     | Whole-time Director & CEO | 01119687 | Plot No-34, Sy No-38, Meenakshi Bamboos, Gachibowli, K V Rangareddy, Telangana - 500032, India. |
| 2.      | Kalidindi Srihari Raju | Whole-time Director       | 00982034 | Villa No. 59, Jayabheri, The Meadows, Wipro Circle, Financial                                   |

|    |                              |                         |          |   |
|----|------------------------------|-------------------------|----------|---|
|    |                              |                         |          | District,<br>Gachibowli,<br>Hyderabad,<br>Telangana –<br>500032, India.   |
| 3. | Amit Jain                    | Nominee<br>Director     | 06917608 | E-603, Raheja<br>Vivarea, Dr. A L<br>Nair Marg, Near<br>Jacob Circle,<br>Mahalaxmi,<br>Mumbai,<br>Maharashtra -<br>400011, India.                                       |
| 4. | Gurveen<br>Singh             | Independent<br>Director | 09507365 | M-59, Greater<br>Kailash, Part I,<br>New Delhi, South<br>Delhi, Delhi -<br>110048, India.   |
| 5. | Pradip<br>Manilal<br>Kanakia | Independent<br>Director | 00770347 | B-901 /1001<br>Salarpuria<br>Silverwoods<br>Varthur Road, Cv<br>Raman Nagar,<br>Bengaluru<br>Karnataka –<br>560093, India.  |
| 6. | Kamal<br>Kishore<br>Sharma   | Independent<br>Director | 00209430 | 501, Plot No. 47,<br>Raheja Orchid<br>Residents<br>Association,<br>JVPD, 9th Road,<br>Near Punjab<br>National Bank,<br>Juhu, Mumbai,<br>Maharashtra -<br>400049, India. |

|    |                         |                  |          |   |
|----|-------------------------|------------------|----------|---|
| 7. | Sunil Kaul              | Nominee Director | 05102910 | 29-09, Park Infinia, 2A Lincoln Road, Singapore, 308364.                                  |
| 8. | Anuj Vishnukumar Poddar | Director         | 01908009 | 201, Martins Nest, 9 Central Avenue, Santacruz West, Mumbai, Maharashtra - 400054, India. |

#### 4.9. **Particulars of Transferee Company 2/Transferor Company 7:**

4.9.1. Genin Life Sciences Private Limited (“**Transferee Company 2/Transferor Company 7**”) was originally incorporated as a private limited company on 31<sup>st</sup> October 2019, under provisions of the Companies Act, 2013 with Registrar of Companies, Hyderabad. The Transferee Company 2/Transferor Company 7 has its registered office at Plot No. 3, 4 & 5, Anrich Industrial Estate, Bollaram, Medak, Hyderabad, Telangana, 502325. The Corporate Identification Number of the Transferee Company 2/Transferor Company 7 is U24299TG2019PTC136520. The equity shares of the Transferee Company 2/Transferor Company 7 are not listed on any recognized stock exchange in India.

4.9.2. The permanent account number of the Transferee Company 2/Transferor Company 7 with the income tax department is **AAICG0570A**. The e-mail address of the Transferee Company 2/Transferor Company 7 is **janaki.s@viyash.com**.

4.9.3. The summary of the objects of the Transferee Company 2/Transferor Company 7, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

- (i) *To manufacture, sale, purchase, deal in various pharmaceuticals products, bulk drugs, medicines, chemicals, raw materials, intermediates for various pharmaceutical products and to*

*engage in business of health cares, life sciences, research and development, contract manufacturing in India and/or abroad.*

- (ii) *To manufacture, process, produce, assemble, distribute, buy, sell, import, export and deal in pharmaceuticals, drugs, chemicals, medicines, raw materials, intermediates, vaccines, tonics, enzymes, steroids, vitamins, hormones, antibiotics, antiseptics, disinfectants, veterinary medicines, poultry medicines, herbal products, their by-products, intermediates, residues, mixtures, compounds, preparations, cosmetics, pesticides, medicinal components, injections, dye wares, cordials, liquors, restoratives, acids, surgical preparations, medical equipments, surgical equipments and other related equipments, used in all therapies of medical treatment and the other lifesaving equipments apparatus and/medicinal equipments and to engage in the business of Healthcare, life sciences, research and development, contract manufacturing etc. in India and/or abroad*

4.9.4. During the last five years, there has been no change in the name and objects clause of the Transferee Company 2/Transferor Company 7.

4.9.5. The Transferee Company 2/Transferor Company 7 is incorporated for the purposes dealing in various pharmaceuticals products and to engaged in the business of health cares, life sciences, research and development contract manufacturing.

4.9.6. The share capital of the Transferee Company 2/Transferor Company 7 as on 31<sup>st</sup> March 2025 is as follows:

| <b>Particulars</b>                                  | <b>Amount (in INR)</b> |
|---|------------------------|
| <b>Authorized Share Capital</b>                     |                        |
| 1,00,000 equity shares of Rs. 10/- each             | 10,00,000              |
| <b>Total</b>  | <b>10,00,000</b>       |
| <b>Issued, subscribed and Paid-up Share Capital</b> |                        |
| 1,00,000 equity shares of Rs. 10/- each             | 10,00,000              |
| <b>Total</b>  | <b>10,00,000</b>       |

The last annual financial statements of the Transferee Company 2/Transferor Company 7 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3I**.

4.9.7. The details of promoters and directors of the Transferee Company 2/Transferor Company 7 as on date of this Notice along with their addresses are mentioned herein below:

| <b>Sr. No.</b> | <b>Name</b>               | <b>Designation/ Category</b> | <b>Address</b>   |
|----------------|---------------------------|------------------------------|--|
| 1.             | Hari Babu Bodepudi        | Promoter                     | Plot No-34, Sy No-38, Meenakshi Bamboos, Gachibowli, K V Rangareddy, Telangana – 500032, India.  |
| 2.             | Kalidindi Srihari Raju    | Promoter                     | Villa No. 59, Jayabheri The Meadows, Wipro Circle, Financial District, Gachibowli, Hyderabad, Telangana - 500032, India.                                       |
| 3.             | Vijaya Bodepudi           | Promoter group               | Plot No.34, Meenakshi Bamboos, Sy No.38P, Gachibowli, K.V. rangareddy Gachibowli, Telangana-500032, India.   |
| 4.             | Latha Swarna Kalidindi    | Promoter group               | Villa No.59, Jayabheri, The Meadows, Financial District, Gachibowli, Besides Q City, Near Wipro Circle, Gachibowli, K.V. Ranga Reddy, Telangana-500032, India. |
| 5.             | Vijaya Durga Chintalapati | Promoter group               | 12-13-705/10/AAND B F 103 Balaji Residency, Gokul Nagar, Tarnaka, Hyderabad-500017, Telangana, India.  |

| <b>Sr. No.</b> | <b>Names</b> | <b>Designation</b> | <b>DIN</b> | <b>Address</b> |
|----------------|--------------|--------------------|------------|----------------|
|----------------|--------------|--------------------|------------|----------------|

|    |                    |          |          |  |
|----|--------------------|----------|----------|--|
| 1. | Srinivas Vasireddy | Director | 09771153 | Villa No. 84,<br>Vasanth City,<br>Tirumalagiri,<br>Telangana -<br>500049, India.   |
| 2. | Venugopal Ghanta   | Director | 02713882 | 31-58-32-/4-38,<br>Flat no.202, Prime<br>Royal Apartments,<br>Vudaphase-7,<br>Kurmannapalem,<br>Visakhapatnam<br>(Rural) -530046 |

4.10. **Particulars of Amalgamating Company 2:**

4.10.1. Sequent Research Limited (“**Amalgamating Company 2**”) was originally incorporated as a private limited company on 13<sup>th</sup> April 2007, under the provisions of the Companies Act, 1956 with Registrar of Companies, Karnataka. With Effect from 18<sup>th</sup> March 2008, the Amalgamating Company 2 had changed its name to “Sequent Research Limited”, consequent to the conversion of the Amalgamating Company 2 to Public Limited. The Amalgamating Company 2 has its registered office at 3rd Floor, Srivalli s Corporate, Plot No. 290, SYN 33 34P TO 39, Guttala Begumpet, Jubilee Hills, Hyderabad, Shaikpet, Telangana, India, 500033. The Corporate Identification Number of the Amalgamating Company 2 is U24232TS2007PLC196886. The equity shares of the Amalgamating Company 2 are not listed on any stock exchange in India.

4.10.2. The permanent account number of the Amalgamating Company 2 with the income tax department is **AAKCS7538Q**. The e-mail address of the Amalgamating Company 2 is **investorrelations@sequent.in**.

4.10.3. The summary of the objects of the Amalgamating Company 2, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

- (i) *To carry on the business of research and manufacturing of all kinds of chemicals, synthetic chemicals, elements, chemical compounds, biological, bacteriological, bio-chemicals, therapeutic, and pharmaceutical products, as well as medicinal formulations and other related preparations, in India or elsewhere.*
- (ii) *To engage in the sale or other commercial transactions involving formulas and formulations for the manufacture of pharmaceutical drugs and medicines. This includes injections, capsules, lotions, patent and proprietary medicines, common medicinal preparations, elixirs, drops, tonics, liquid drugs, injections, tablets, lotions, ointments, antibiotics, hormones, liver extracts, and pharmaceutical products in both biological and non-biological forms. It also covers tranquilizers, vitamins, tonic preparations, medicated ointments, hormone preparations, ayurvedic products, medicated powders, pre-packed drugs, analgesics, antipyretic preparations, anti-diarrheal preparations, anti-cholinergic preparations, anti-asthmatic preparations, ophthalmic lotions and ointments, and all other drug-related products as defined under the Drugs Act and Rules.*
- (iii) *To manufacture antibiotics, alkaloids, drug extracts, and other preparations useful for human and veterinary use. This also includes pesticides and plant protection products against pathogenic bacteria, fungi, protozoa, viruses, and other microorganisms, using chemical, physical, fermentation, bacteriological, or other methods, either independently, in collaboration with others, or under license.*
- (iv) *To operate as manufacturers, producers, formulators, exporters, sellers, importers, distributors, merchants, traders, and dealers in proprietary medicines, common medical preparations, drugs, chemicals, allied solvents, dyes, vitamin preparations, elixirs, drops, tonics, liquid drugs and medicines, injections, tablets, capsules, lotions, and ointments in India or elsewhere.*

4.10.4. During the last five years, there has been no change in the name and objects clause of the Amalgamating Company 2. The registered office of the Amalgamating Company 2 has been shifted from the State of

Maharashtra to the State of Telangana with effect from 09<sup>th</sup> April 2025.

4.10.5. The Amalgamating Company 2 is a leading contract research organization that specializes in analytical and bio analytical services to support the API, pharmaceutical, personal care, institutional and nutraceutical companies.

4.10.6. The share capital of the Amalgamating Company 2 as on 31<sup>st</sup> March 2025 is as follows:

| Particulars   | Amount (in INR)     |
|---|---------------------|
| <b>Authorized Share Capital</b>                     | <b>Amount (INR)</b> |
| 47,00,000 equity shares of ₹10/- each               | 4,70,00,000         |
| <b>Total</b>  | <b>4,70,00,000</b>  |
| <b>Issued, subscribed and Paid-up share capital</b> | <b>Amount (Rs.)</b> |
| 44,10,000 equity shares of ₹10/- each               | 4,41,00,000         |
| <b>Total</b>  | <b>4,41,00,000</b>  |

4.10.7. The last annual financial statements of the Amalgamating Company 2 have been audited for the financial year ended 31<sup>st</sup> March 2025, which are enclosed herewith as **Annexure 3J**.

4.10.8. The details of promoters and directors of the Amalgamating Company 2 as on date of this Notice along with their addresses are mentioned herein below:

| Sr. No. | Name                                     | Designation/ Category | Address  |
|---------|--|-----------------------|--|
| 1.      | Sequent Scientific Limited <sup>11</sup> | Promoter              | 3rd Floor, Srivallis Corporate, Plot No. 290, SYN 33 34P TO 39, Guttala Begumpet, Jubilee Hills, Jubilee Hills, Hyderabad, Shaikpet, Telangana - |

<sup>11</sup> including 6 nominee shareholders



|  |  |  |                |
|--|--|--|----------------|
|  |  |  | 500033, India. |
|--|--|--|----------------|

| Sr. No. | Names                            | Designation | DIN      | Address   |
|---------|----------------------------------|-------------|----------|---|
| 1.      | Rajaram Narayanan                | Director    | 02977405 | 802, Evita CHS, Central Avenue, Hiranandani Garden, Powai, Mumbai, Maharashtra - 400076, India.                               |
| 2.      | Prasad Sitaram Lad               | Director    | 09597006 | Flat No. 50, 2nd Floor, Suchitra Building Ghantali Road, Behind Ghantali Mandir, Naupada, Thane, Maharashtra - 400602, India. |
| 3.      | Vedprakash Shantalingappa Ragate | Director    | 10578409 | Flat No. 933, A Block, Dattathreya Enclaves Siddharatha Nagar, Kurmannapalem, Visakhapatnam, Andhra Pradesh - 530046, India.  |
| 4.      | Saurav Bhala                     | Director    | 10490964 | Flat No. 1701, Athene-B, Lodha Paradise, Majiwada, Eastern Express  |

|  |  |  |  |  |
|--|--|--|--|--|
|  |  |  |  | Highway, Thane,<br>Maharashtra -<br>400601, India. |
|--|--|--|--|--|

## 5. SALIENT FEATURES OF THE SCHEME

- 5.1. The salient features of the Composite Scheme are, *inter-alia*, as stated below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause 1 of Part I of the Composite Scheme.
- 5.2. The Composite Scheme provides for the following:
- 5.2.1. reduction of share capital of the Transferee Company 1 by cancelling the partly paid-up equity shares of the Transferee Company 1;
  - 5.2.2. amalgamation of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4 and Transferor Company 5 (collectively referred to hereinafter as “**Transferor Companies**”) with the Transferee Company 1 with effect from the Appointed Date, in accordance with the provisions of Section 2(1B) and other relevant provisions of the Income Tax Act and consequent dissolution of the Transferor Companies without being wound up;
  - 5.2.3. amalgamation of the Transferor Company 6 with the Transferee Company 2 with effect from the Appointed Date, in accordance with the provisions of Section 2(1B) and other relevant provisions of the Income Tax Act and consequent dissolution of the Transferor Company 6 without being wound up;
  - 5.2.4. amalgamation of the Transferor Company 7 with Transferee Company 1 with effect from the Appointed Date, in accordance with the provisions of Section 2(1B) and other relevant provisions of the Income Tax Act and consequent dissolution of Transferor Company 7 without being wound up, and the issuance of Merger Consideration Shares 1 to the equity shareholders of the Transferor Company 7 in accordance with Share Exchange Ratio 1;

- 5.2.5. amalgamation of the Amalgamating Company 1 and Amalgamating Company 2 (collectively referred to hereinafter as “**Amalgamating Companies**”) with the Amalgamated Company with effect from the Appointed Date, in accordance with the provisions of Section 2(1B) and other relevant provisions of the Income Tax Act and consequent dissolution of the Amalgamating Companies without being wound up, and the issuance of Merger Consideration Shares 2 to the equity shareholders of the Amalgamating Company 1 in accordance with Share Exchange Ratio 2, and the issuance of Amalgamated Company Warrants to the share warrant holders in Amalgamating Company 1 in accordance with Warrant Exchange Ratio; and
- 5.2.6. various other matters consequent and incidental to the matters set out above.
- 5.2.7. “**Appointed Date**” means **01<sup>st</sup> April 2025**;
- 5.2.8. “**Effective Date 1**” means the last of the dates on which following events shall have taken place: (i) approvals or events specified in Clauses 74.1.1 to 74.1.6 of the Scheme are satisfied or have occurred or obtained or the requirement of which have been waived (in writing) in accordance with this Scheme, and (ii) filing of certified copies of Sanction Order by relevant Parties for Part II to Part V of this Scheme; References in this Scheme to the date of “coming into effect of this Scheme” or “upon the Scheme becoming effective” or “upon effectiveness of Part II /Part III/Part IV/Part V of the Scheme” or “upon effectiveness of Part II /Part III/Part IV/Part V of this Scheme” or “upon Part II /Part III/Part IV /Part V of this Scheme becoming effective” or “Part II / Part III/Part IV/ Part V of the Scheme coming into effect” shall mean the Effective Date 1;
- 5.2.9. “**Effective Date 2**” means the last of the dates on which the certified copies of Sanction Order are filed by the Amalgamating Companies and the Amalgamated Company with the RoC in respect of Part VI of this Scheme, which shall be a date after receipt by the Amalgamated Company of a list of shareholders of the Amalgamating Company 1 upon completion of allotment of Merger Consideration Shares 1; References in this Scheme to the date of “coming into effect of this

Scheme” or “upon the Scheme becoming effective” or “upon effectiveness of Part VI of the Scheme” or “upon effectiveness of Part VI of this Scheme” or “upon Part VI of this Scheme becoming effective” or “Part VI of the Scheme coming into effect” shall mean the Effective Date 2;

5.2.10. The Composite Scheme shall become effective from the Appointed Date but shall become operative from the Effective Date.

5.2.11. Consideration as Part of Composite Scheme:

**a) Consideration for merger of Transferor Companies with Transferee Company 1:**

Since the Transferor Companies are wholly owned, either directly or indirectly, of Transferee Company 1, no shares shall be issued as consideration for the amalgamation. Upon the Composite Scheme becoming effective, all shares held by Transferee Company 1 (including those held through its nominees) in the Transferor Companies shall stand cancelled without any issuance of new shares.

**b) Consideration for merger of Transferor Company 6 with Transferee Company 2:**

Since Transferor Company 6 is a wholly owned subsidiary of Transferee Company 2, and Transferee Company 2, being the holding company, cannot issue or allot shares to itself, no shares shall be issued as consideration for the amalgamation. Accordingly, all shares of Transferor Company 6 held by Transferee Company 2, including those held through its nominees, along with the related investment as recorded in the books of Transferee Company 2, shall stand cancelled upon Part IV of the Composite Scheme becoming effective, without any issuance or allotment of new shares.

**c) Consideration between for merger of Transferor Company 7 with Transferee Company 1:**

Upon Part V of the Composite Scheme becoming effective and in consideration of the amalgamation of the Transferor Company 7 into the Transferee Company 1, the Transferee Company 1 shall, without any further application, act or deed, issue and allot to the Eligible Shareholders 1 (as defined in the Composite Scheme) in the following ratio:

*“47 (Forty-Seven) equity shares of the Transferee Company 1, credited as fully paid-up equity shares of the face value of INR 10 (Rupees Ten only) each, for every 1 (One) fully paid-up equity shares of INR 10 (Rupees Ten only) each held by such member in the Transferor Company 7. (Share Exchange Ratio 1).”*

**d) Consideration for merger of Amalgamating Company 1 with the Amalgamated Company:**

**Equity Shareholder:**

Upon Part VI of the Composite Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 1 into the Amalgamated Company, the Amalgamated Company shall, without any further application, act or deed, issue and allot for the Eligible Shareholders 2 in the following ratio:

*“56 (Fifty-Six) equity shares of the Amalgamated Company, credited as fully paid-up equity shares of the face value of INR 2 (Rupees Two only) each, for every 100 (One Hundred) fully paid-up equity shares of INR 10 (Rupees Ten only) each held by such member in the Amalgamating Company 1. (Share Exchange Ratio 2)”*

**Warrants Holders:**

Additionally, upon Part VI of the Composite Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 1 into the Amalgamated Company, the Amalgamated Company shall pursuant to this Composite

Scheme, and as an integral part hereof, without any further application, act or deed, issue and allot, in demat form, to the Warrant Holders (as defined in the Composite Scheme) in the following ratio

***“56 (Fifty-Six) share warrants of the Amalgamated Company (at the Warrant Price (defined below) for every 100 (One Hundred) share warrants of the Amalgamating Company 1.” (“Warrant Exchange Ratio”)***

*The Amalgamated Company Warrants shall be issued has been determined in accordance with the SEBI ICDR Regulations and the SEBI Preferential Allotment Circular (“Warrant Price”) and is INR 181.94 per Amalgamated Company Warrant.*

e) **Consideration for merger of Amalgamating Company 2 with the Amalgamated Company:**

Since the Amalgamating Company 2 is a wholly owned subsidiary of the Amalgamated Company, and the Amalgamated Company, being the holding company, cannot issue or allot any shares to itself, no shares whatsoever shall be issued by the Amalgamated Company in consideration of the amalgamation. Accordingly, all such shares of the Amalgamating Company 2 held by the Amalgamated Company along with its nominees and the investment of the Amalgamated Company in such shares as appearing in the books of the Amalgamated Company shall stand cancelled upon Part VI of the Scheme becoming effective without issue or allotment of new shares in lieu of shares of the Amalgamating Company 2.

5.2.12. The equity shares of the Amalgamated Company will subsequently be listed on BSE Limited and the National Stock Exchange of India Limited.

**Note:** *The above details are the salient features of the Composite Scheme. The equity shareholders are requested to read the entire text of the Composite Scheme annexed hereto to get fully acquainted with the*

*provisions thereof.*

**6. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE COMPOSITE SCHEME**

The Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4 and Transferor Company 5 are directly or indirectly wholly owned subsidiary companies of Transferee Company 1/Amalgamating Company 1. Transferor Company 6 is wholly owned subsidiary company of Transferee Company 2/Transferor Company 7. As on 31<sup>st</sup> March 2025, Transferee Company 1/Amalgamating Company 1 holds directly 9,30,100 equity shares of ₹10/- each of the Transferor Company 1 representing 100% of its share capital. Transferee Company 1/Amalgamating Company 1 holds directly 18,55,000 equity shares of ₹10/- each of the Transferor Company 2 representing 100% of its share capital. Transferee Company 1/Amalgamating Company 1 holds directly 5,18,000 equity shares of ₹10/- each of the Transferor Company 3 representing 100% of its share capital. Transferee Company 1/Amalgamating Company 1 holds directly 18,69,982 equity shares of ₹10/- each of the Transferor Company 4 representing 100% of its share capital. Transferee Company 1/Amalgamating Company 1 holds indirectly 60,38,590 equity shares of ₹10/- each of the Transferor Company 5 representing 100% of its share capital. Transferee Company 2/Transferor Company 7 holds 60,38,600 equity shares of ₹10/- each of the Transferor Company 6 representing 100% of its share capital.

Further the shareholders of Transferee Company 2/Transferor Company 7 are a subset of the shareholders of Transferee Company 1/Amalgamating Company 1. Additionally, the promoter of the Amalgamated Company and the controlling shareholder of Transferee Company 1/Amalgamating Company 1, are under common control.

The Amalgamating Company 2 is a wholly owned subsidiary of Amalgamated Company. As on March 31, 2025, Amalgamated Company holds 44,10,000 equity shares of ₹10/- each of the Amalgamating Company 2 representing 100% of its share capital.

## **7. BOARD APPROVALS**

7.1. The Board of Directors of the Amalgamated Company at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b> | <b>Voted in favour / against / did not participate or vote</b> |
|-------------------------|--|
| Dr. Kamal Sharma        | <b>Voted in favour</b>   |
| Mr. Milind Sarwate      | <b>Voted in favour</b>   |
| Dr. Kausalya Santhanam  | <b>Voted in favour</b>   |
| Mr. Neeraj Bharadwaj    | <b>Voted in favour</b>   |
| Dr. Fabian Kausche      | <b>Voted in favour</b>   |
| Mr. Gregory Andrews     | <b>Voted in favour</b>   |
| Mr. Rajaram Narayanan   | <b>Voted in favour</b>   |
| Mr. Vedprakash Ragate   | <b>Voted in favour</b>   |
| Dr. Hari Babu Bodepudi  | <b>Did not participate or vote</b>                             |

7.2. The Board of Directors of the Transferor Company 1 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b>    | <b>Voted in favour /against / did not participate or vote</b> |
|----------------------------|---|
| Dr. Hari Babu Bodepudi     | <b>Voted in favour</b>  |
| Dr. Kalidindi Srihari Raju | <b>Voted in favour</b>  |
| Mr. Pradip Manilal Kanakia | <b>Voted in favour</b>  |
| Dr. Kamal Kishore Sharma   | <b>Voted in favour</b>  |
| Mr. Srinivas Vasireddy     | <b>Voted in favour</b>  |

7.3. The Board of Directors of the Transferor Company 2 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b>    | <b>Voted in favour /against / did not participate or vote</b> |
|----------------------------|---|
| Dr. Kalidindi Srihari Raju | <b>Voted in favour</b>  |



|                        |                        |
|------------------------|------------------------|
| Mr. Srinivas Vasireddy | <b>Voted in favour</b> |
|------------------------|------------------------|

- 7.4. The Board of Directors of the Transferor Company 3 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b>    | <b>Voted in favour /against /did not participate or vote</b> |
|----------------------------|--|
| Dr. Hari Babu Bodepudi     | <b>Voted in favour</b>                                       |
| Dr. Kalidindi Srihari Raju | <b>Voted in favour</b>                                       |
| Mr. Srinivas Vasireddy     | <b>Voted in favour</b>                                       |

- 7.5. The Board of Directors of the Transferor Company 4 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b>    | <b>Voted in favour /against /did not participate or vote</b> |
|----------------------------|--|
| Dr. Hari Babu Bodepudi     | <b>Voted in favour</b>                                       |
| Dr. Kalidindi Srihari Raju | <b>Voted in favour</b>                                       |
| Mr. Srinivas Vasireddy     | <b>Voted in favour</b>                                       |

- 7.6. The Board of Directors of the Transferor Company 5 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b>    | <b>Voted in favour /against /did not participate or vote</b> |
|----------------------------|--|
| Dr. Kalidindi Srihari Raju | <b>Voted in favour</b>                                       |
| Mr. Srinivas Vasireddy     | <b>Voted in favour</b>                                       |

- 7.7. The Board of Directors of the Transferor Company 6 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b> | <b>Voted in favour /against /did not participate or vote</b> |
|-------------------------|--|
| Mr. Venugopal Ghanta    | <b>Voted in favour</b>                                       |
| Mr. Srinivas Vasireddy  | <b>Voted in favour</b>                                       |

- 7.8. The Board of Directors of the Transferee Company 1/Amalgamating Company 1 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b>     | <b>Voted in favour /against /did not participate or vote</b> |
|-----------------------------|--|
| Dr. Hari Babu Bodepudi      | <b>Voted in favour</b>                                       |
| Dr. Kalidindi Srihari Raju  | <b>Voted in favour</b>                                       |
| Mr. Pradip Manilal Kanakia  | <b>Voted in favour</b>                                       |
| Dr. Kamal Kishore Sharma    | <b>Voted in favour</b>                                       |
| Ms. Gurveen Singh           | <b>Voted in favour</b>                                       |
| Mr. Amit Jain               | <b>Voted in favour</b>                                       |
| Mr. Anuj Vishnukumar Poddar | <b>Voted in favour</b>                                       |

- 7.9. The Board of Directors of the Transferee Company 2/Transferor Company 7 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b> | <b>Voted in favour /against /did not participate or vote</b> |
|-------------------------|--|
| Mr. Venugopal Ghanta    | <b>Voted in favour</b>                                       |
| Mr. Srinivas Vasireddy  | <b>Voted in favour</b>                                       |

- 7.10. The Board of Directors of the Amalgamating Company 2 at its Meeting held on 26<sup>th</sup> September 2024 unanimously approved the Composite Scheme, as detailed below:

| <b>Name of Director</b> | <b>Voted in favour /against / did not participate or vote</b> |
|-------------------------|---|
| Mr. Rajaram Narayanan   | <b>Voted in Favor</b>   |
| Mr. Prasad Sitaram Lad  | <b>Voted in Favor</b>   |
| Mr. Vedprakash Ragate   | <b>Voted in Favor</b>   |
| Mr. Saurav Bhala        | <b>Voted in Favor</b>   |

## **8. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPs) AND THEIR RELATIVES**

Other than as set out below, none of the Directors, KMPs (as defined under

the Act and rules framed thereunder) of the Applicant Companies and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Composite Scheme except to the extent of their shareholding in the Applicant Companies, if any.

Dr. Srihari Raju Kalidindi and Dr. Hari Babu Bodepudi, directors of the Amalgamating Company 1, and their respective relatives, hold certain equity shares and/or warrants of the Amalgamating Company 1, and accordingly will be entitled to receive equity shares and/or warrants, as applicable, of the Amalgamated Company as per the relevant exchange ratio determined under the Valuation Report, pursuant to the effectiveness of the Scheme.

The details of the shareholding of the directors, KMPs and their relatives of each of the Applicant Companies are enclosed herewith as **Annexure 4**.

Further, Dr. Hari Babu Bodepudi, a non-executive non-independent director of the Amalgamated Company, is entitled, as per the terms of his existing employment agreement with Amalgamating Company 1, to receive a cash bonus upon occurrence of certain identified events, which would include a merger involving Amalgamating Company 1.

## **9. EFFECT OF SCHEME ON STAKEHOLDERS**

The effect of the Composite Scheme on various stakeholders is summarised below:

### **9.1. Shareholders, KMPs, Promoter and Non-Promoter Shareholders**

The effect of the Composite Scheme on the shareholders, KMPs, Promoter and Non-Promoter shareholders of all the Applicant Companies are given in the reports adopted by the respective Board of Directors of the Applicant Companies at their respective meetings held on 26<sup>th</sup> September 2024 pursuant to the provisions of Section 232(2)(c) of the Act are enclosed herewith as **Annexure 5A** and **5J** respectively.

### **9.2. Directors**

9.2.1. The directors of the Applicant Companies or their relatives do not

have any interest in the Composite Scheme, financially or otherwise, except to the extent disclosed in paragraph 8 above, and except as shareholders or employees of the Applicant Companies, where applicable. The interests of the directors of the Company are not adversely affected on account of the Composite Scheme.

9.2.2. It is clarified that the composition of the Board of Directors of all the Applicant Companies may change by appointments, retirements or resignations in accordance with the provisions of the Act, SEBI Listing Regulations and Memorandum and Articles of Association of the Amalgamated Company as may be applicable but the Scheme itself does not affect the office of the directors of the Applicant Companies.

9.2.3. The effect of the Composite Scheme on the Directors of the Applicant Companies in their capacity as shareholders of such companies are the same as in case of other shareholders of such company, as mentioned in the aforesaid reports are enclosed as Annexure 4 and 5 respectively above.

### 9.3. Employees

9.3.1. Upon effectiveness of the Composite Scheme, all employees of the Transferor Companies and Amalgamating Companies who are in employment as on the Effective Date 2, shall become the employees of the Amalgamated Company, without any break or interruption in their services, on terms and conditions no less favorable than those that were applicable to such employees immediately prior to such amalgamation, with the benefit of continuity of service without any interruption in service.

9.3.2. The Composite Scheme will have no effect on the existing employees of the Amalgamated Company.

### 9.4. Creditors

9.4.1. Under the Composite Scheme, no arrangement or compromise is being proposed with the creditors (secured or unsecured) of the Amalgamated Company or any of the Transferor Companies and

Amalgamating Companies. The liability of the creditors of the Amalgamated Company and each of the Transferor Companies and each of the Amalgamating Companies, under the Composite Scheme, is neither being reduced nor being extinguished.

9.4.2. Upon effectiveness of the Composite Scheme, the creditors of the Amalgamated Company will continue to be creditors of the Amalgamated Company and the creditors of each of the Transferor Companies and each of the Amalgamating Companies will become the creditors of the Amalgamated Company pursuant to the Composite Scheme, on the same terms and conditions, as before.

#### 9.5. Debenture holders and Debenture Trustees

The Amalgamated Company, each of the Transferor Companies and each of the Amalgamating Companies have not issued any debentures, therefore there are no debenture holders and, the requirement of appointing a debenture trustee does not arise.

#### 9.6. Depositors and Deposit Trustees

The Amalgamated Company and each of the Amalgamating Companies have not accepted any deposits within the meaning of the Act and rules framed thereunder. Hence, no deposit trustees have been appointed by the said companies.

9.7. There will be no adverse effect on account of the Composite Scheme on the aforesaid stakeholders. The Composite Scheme is proposed to the advantage of all concerned, including the said stakeholders.

### 10. NO INVESTIGATION PROCEEDINGS

There are no proceedings pending under Sections 210 to 227 of the Act against the Applicant Companies.

### 11. AMOUNTS DUE TO SECURED CREDITORS, UNSECURED LOAN CREDITORS AND UNSECURED TRADE CREDITORS

11.1. **SECURED CREDITORS:**

The amount due to secured creditors by the Applicant Companies as on 31<sup>st</sup> March 2025 is as follows:

| Sr. No. | Particulars   | Amount (in INR) |
|---------|---|-----------------|
| 1.      | Sequent Scientific Limited (Amalgamated Company)                                  | 21,17,10,374    |
| 2.      | Symed Labs Limited (Transferor Company 1)   | 20,73,71,057    |
| 3.      | Vandana Life Sciences Private Limited (Transferor Company 2)                      | 26,35,00,000    |
| 4.      | Appcure Labs Private Limited (Transferor Company 3)                               | NIL             |
| 5.      | Vindhya Pharma (India) Private Limited (Transferor Company 4)                     | NIL             |
| 6.      | S.V. Labs Private Limited (Transferor Company 5)                                  | 38,74,61,795    |
| 7.      | Vindhya Organics Private Limited (Transferor Company 6)                           | 11,21,65,662.20 |
| 8.      | Viyash Life Sciences Private Limited (Transferee Company1/Amalgamating Company 1) | 52,30,25,019    |
| 9.      | Geninn Life Sciences Private Limited (Transferee Company 2/Transferor Company 7)  | NIL             |
| 10.     | Sequent Research Limited (Amalgamating Company 2)                                 | NIL             |

11.2. **UNSECURED LOAN CREDITORS**

The amount due to unsecured loan creditors by the Applicant Companies as on 31<sup>st</sup> March 2025 is as follows:

| Sr. No. | Particulars                                      | Amount (in INR) |
|---------|--|-----------------|
| 1.      | Sequent Scientific Limited (Amalgamated Company) | 24,11,55,344    |
| 2.      | Symed Labs Limited (Transferor Company 1)        | NIL             |

|     |   |              |
|-----|---|--------------|
| 3.  | Vandana Life Sciences Private Limited<br>(Transferor Company 2)                         | NIL          |
| 4.  | Appcure Labs Private Limited (Transferor<br>Company 3)                                  | NIL          |
| 5.  | Vindhya Pharma (India) Private Limited<br>(Transferor Company 4)                        | NIL          |
| 6.  | S.V. Labs Private Limited (Transferor<br>Company 5)                                     | 6,25,916     |
| 7.  | Vindhya Organics Private Limited (Transferor<br>Company 6)                              | NIL          |
| 8.  | Viyash Life Sciences Private Limited<br>(Transferee Company1/Amalgamating<br>Company 1) | NIL          |
| 9.  | Geninn Life Sciences Private Limited<br>(Transferee Company 2/Transferor Company<br>7)  | 57,00,00,000 |
| 10. | Sequent Research Limited (Amalgamating<br>Company 2)                                    | NIL          |

### 11.3. **UNSECURED TRADE CREDITORS**

The amount due to unsecured trade creditors by the Applicant Companies as on 31<sup>st</sup> March 2025 is as follows:

| Sr.<br>No. | Particulars  | Amount (in INR) |
|------------|--|-----------------|
| 1.         | Sequent Scientific Limited (Amalgamated<br>Company)              | 21,92,13,907    |
| 2.         | Symed Labs Limited (Transferor Company 1)                        | 1,026,932,052   |
| 3.         | Vandana Life Sciences Private Limited<br>(Transferor Company 2)  | 7,451,572       |
| 4.         | Appcure Labs Private Limited (Transferor<br>Company 3)           | 32,364,062.20   |
| 5.         | Vindhya Pharma (India) Private Limited<br>(Transferor Company 4) | 42,015,742      |
| 6.         | S.V. Labs Private Limited (Transferor<br>Company 5)              | 1,331,391,151   |

|     |  |                |
|-----|--|----------------|
| 7.  | Vindhya Organics Private Limited (Transferor Company 6)                            | 1,229,312,878  |
| 8.  | Viyash Life Sciences Private Limited (Transferee Company 1/Amalgamating Company 1) | 519,019,661.07 |
| 9.  | Geninn Life Sciences Private Limited (Transferee Company 2/Transferor Company 7)   | 16,575         |
| 10. | Sequent Research Limited (Amalgamating Company 2)                                  | 54,62,991      |

11.4. The Composite Scheme embodies the amalgamation amongst the Amalgamated Company, Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferee Company 1/Amalgamating Company 1, Transferee Company 2/Transferor Company 7, Amalgamating Company 2 and their respective shareholders and /or creditors. No change in value or terms or any compromise or arrangement is proposed under the Composite Scheme with any of the respective creditors of the Applicant Companies.

## **12. CAPITAL /DEBT RESTRUCTURING**

There is no capital/debt restructuring envisaged in the Composite Scheme.

## **13. CANCELLATION OF PARTLY PAID-UP EQUITY SHARES OF THE TRANSFEE COMPANY 1.**

Upon Part II of the Composite Scheme becoming effective, all equity shares of the Transferee Company 1, which are partly paid-up immediately prior to the Effective Date 1, shall stand cancelled without any further act or deed as an integral part of the Composite Scheme. In lieu of such cancellation, the Transferee Company 1 shall pay the amount paid-up on such partly paid-up equity shares to the relevant shareholders holding such partly paid-up equity shares immediately prior to the Effective Date 1, provided that the Transferee Company 1 shall be entitled to set-off for such amounts any loans or other payments due from such shareholders to Transferee Company 1.



Upon Part II of the Composite Scheme becoming effective and with effect from the Appointed Date, the difference, if any, between the subscribed, issued and paid-up value of equity shares of the Transferee Company 1 which are partly paid-up, as held by the relevant shareholders of Amalgamating Company 1 that is cancelled and the consideration paid to such shareholders pursuant to Clause 4.3 of the Composite Scheme shall be recorded in reserves existing in the Transferee Company 1.

#### **14. SUMMARY OF THE VALUATION REPORT AND FAIRNESS OPINION**

- 14.1. The Amalgamated Company engaged M/s. KPMG Valuation Services LLP (“**KPMG**”), a Registered Valuer Entity having IBBI Registration No. IBBI/RV-E//06/2020/115 and the Transferee Company 1/Amalgamating Company 1 and Transferee Company 2/Transferor Company 7 engaged M/s. PwC Business Consulting Services LLP (“**PwC BCS**”), a Registered Valuer Entity having IBBI Registration No. IBBI/RV-E/02/2022/158, (collectively referred as “**Joint Valuers**”) for jointly undertaking and advising the fair valuation for the Composite Scheme.
- 14.2. A valuation report dated 26<sup>th</sup> September 2024 (“**Valuation Report**”), was issued by the Joint Valuers, inter-alia, recommending the fair share exchange ratio for the proposed amalgamation, as stipulated in the Composite scheme (“**Share Exchange Ratio**”).
- 14.3. The summary as submitted by the Joint Valuers of the Valuation Report is as under:

The Share Exchange Ratio has been arrived at on the basis of a relative valuation of the equity shares of the Amalgamated Company, the Company and the Transferee Company 2 (hereinafter jointly referred as “**Valuation Companies**” and individually referred to as “**Valuation Company**”) based on the methodologies explained in the Valuation Report and various qualitative factors relevant to each Valuation Company. As stated in the Valuation Report, the Joint Valuers have adopted various methods by assigning appropriate weightages to arrive at the Share Exchange Ratio as follows:

Share Exchange Ratio 1:

*“47 (Forty-Seven) equity shares of Viyash Life Sciences Private Limited of INR 10/- each fully paid for every 1 (one) equity share of Geninn Lifesciences Private Limited of INR 10 each fully paid up.”*

Share Exchange Ratio 2:

*“56 (Fifty-Six) equity shares of Sequent Scientific Limited of INR 2/- each fully paid up for every 100 (One Hundred) equity shares of Viyash Life Sciences Private Limited of INR 10/- each fully paid up.”*

Warrant Exchange Ratio:

*“56 (Fifty-Six) warrants of Sequent Scientific Limited for every 100 (One Hundred) warrants of Viyash Life Sciences Private Limited.”*

- 14.4. The Valuation Report provided by KPMG and PwC BCS was approved by the Board of Directors of the relevant Applicant Companies at their respective meetings held on 26<sup>th</sup> September 2024.

A copy of the Valuation Report is enclosed herewith as **Annexure 6**.

## **15. FAIRNESS OPINION**

- 15.1. The Amalgamated Company appointed ICICI Securities (“I-Sec”) to provide their independent opinion to the Board of Directors of the Amalgamated Company on the fairness of Share Exchange Ratio arrived at by the Joint Valuers, from a financial point of view.
- 15.2. I-Sec submitted their fairness opinions vide their reports dated 26<sup>th</sup> September 2024, certifying that, *“In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the Share Exchange Ratio, as recommended by the Registered Valuers is fair.”*
- 15.3. The Fairness Opinion provided by I-Sec was approved by the Board of Directors of the Amalgamated Company at its meeting held on 26<sup>th</sup> September 2024.

The copy of the Fairness Opinion issued by I-Sec is enclosed herewith as **Annexure 7**.

## **16. SHAREHOLDING PATTERN**

16.1. The shareholding pattern of the Amalgamated Company is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b>          | <b>No. of Equity Shares of Face Value of INR 2/- each</b> | <b>% of holding</b> |
|--------------------------|---|---------------------|
| Promoter                 | 13,16,80,103  | 52.61               |
| Public                   | 11,82,12,642  | 47.23               |
| Non-Promoter/ Non-Public | 4,12,250  | 0.16                |
| <b>Total</b>             | <b>25,03,04,995</b>                                       | <b>100.00</b>       |

16.2. The shareholding pattern of the Transferor Company 1 is as follows (based on shareholding data as 30<sup>th</sup> June 2025):

| <b>Category</b> | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | 9,30,100   | 100.00              |
| Public          | -  | -                   |
| <b>Total</b>    | <b>9,30,100</b>  | <b>100.00</b>       |

16.3. The shareholding pattern of the Transferor Company 2 is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b> | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | 18,55,000  | 100.00              |
| Public          | -  | -                   |
| <b>Total</b>    | <b>18,55,000</b>   | <b>100.00</b>       |

16.4. The shareholding pattern of the Transferor Company 3 is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b> | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | 5,18,000   | 100.00              |
| Public          | -  | -                   |
| <b>Total</b>    | <b>5,18,000</b>  | <b>100.00</b>       |

16.5. The shareholding pattern of the Transferor Company 4 is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b> | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | 18,69,982  | 100.00              |
| Public          | -  | -                   |
| <b>Total</b>    | <b>18,69,982</b>   | <b>100.00</b>       |

16.6. The shareholding pattern of the Transferor Company 5 is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b> | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | 60,38,590  | 100.00              |
| Public          | -  | -                   |
| <b>Total</b>    | <b>60,38,590</b>   | <b>100.00</b>       |

| <b>Category</b> | <b>No. of Preference Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | -  | -                   |
| Public          | 2,45,00,000  | 100.00              |
| <b>Total</b>    | <b>2,45,00,000</b>   | <b>100.00</b>       |

16.7. The shareholding pattern of the Transferor Company 6 is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b> | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | 40,57,548  | 100.00              |
| Public          | -  | -                   |

|              |                  |               |
|--------------|------------------|---------------|
| <b>Total</b> | <b>40,57,548</b> | <b>100.00</b> |
|--------------|------------------|---------------|

- 16.8. The shareholding pattern of the Transferee Company 1/Amalgamating Company 1 is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b>           | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|---------------------------|--|---------------------|
| Promoter & Promoter group | 30,05,34,833   | 89.88               |
| Public                    | 3,38,54,514  | 10.12               |
| <b>Total</b>              | <b>33,43,89,347</b>  | <b>100.00</b>       |

- 16.9. The shareholding pattern of the Transferee Company 2/Transferor Company 7 is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b> | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | 74,097   | 74.10               |
| Public          | 25,903   | 25.90               |
| <b>Total</b>    | <b>1,00,000</b>  | <b>100.00</b>       |

- 16.10. The shareholding pattern of the Amalgamating Company 2 is as follows (based on shareholding data as on 30<sup>th</sup> June 2025):

| <b>Category</b> | <b>No. of Equity Shares of Face Value of INR 10/- each</b> | <b>% of holding</b> |
|-----------------|--|---------------------|
| Promoter        | 44,10,000  | 100                 |
| Public          | -  | -                   |
| <b>Total</b>    | <b>44,10,000</b>   | <b>100.00</b>       |

## **17. PRE /POST SCHEME CAPITAL STRUCTURE**

- 17.1. The pre-Scheme capital structure of the Amalgamated Company, each of the Transferor Companies and each of the Amalgamating Companies is given in Paragraph 16 above. Pursuant to the Composite Scheme, the post Scheme share capital structure of the Amalgamated Company will be as follows.

- 17.2. The indicative post Scheme share capital structure of the Amalgamated Company will be as follows:

| Particulars                                   | Amount (in INR)       |
|---|-----------------------|
| <b>Authorized Share Capital</b>               |                       |
| 4,43,07,35,000 Equity shares of Rs.2 each     | 8,86,14,70,000        |
| <b>Total</b>                                  | <b>8,86,14,70,000</b> |
| <b>Issued, Subscribed and Paid-up Capital</b> |                       |
| 42,89,38,532 Equity Shares of Rs.2 each       | 85,78,77,064          |
| <b>Total</b>                                  | <b>85,78,77,064</b>   |

**18. AUDITOR’S CERTIFICATE OF CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS**

In terms of proviso to Sub-section (7) of Section 232 of the Companies Act, 2013, a Certificate from the respective Statutory Auditors of all the Applicant Companies has been obtained to the effect that accounting treatment proposed in the Scheme is in conformity with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013. The said Certificates have been enclosed herewith as **Annexure 8A to 8J** respectively.

**19. APPROVALS AND INTIMATIONS IN RELATION TO THE SCHEME**

- 19.1. The equity shares of the Amalgamated Company are listed on BSE and NSE. The Amalgamated Company has received observation letters dated 26<sup>th</sup> May 2025 from BSE and NSE respectively, in terms of Regulation 37 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June 2023 (“**SEBI Master Circular**”), copies of which are enclosed herewith as **Annexure 9 and 10** respectively.
- 19.2. Further, the Amalgamated Company has not received any complaint relating to the Composite Scheme and “NIL” complaints report were filed by the Amalgamated Company with BSE and NSE in terms of the SEBI Master Circular, copies of which are enclosed herewith as **Annexure 11**

**and 12** respectively.

- 19.3. As per comments contained in the said observation letters, details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken against the Amalgamated Company, its promoters and directors, as submitted to the Tribunal, are enclosed herewith as **Annexure 13**.
- 19.4. Information pertaining to the all the unlisted entities involved in the Composite Scheme in the format prescribed for abridged prospectus as specified in **Part E** of **Schedule VI** of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4<sup>th</sup> February 2022 is attached hereto. Fortress Capital Management Services Pvt. Ltd., independent SEBI registered merchant bankers, have issued a certificate certifying the accuracy and adequacy of the information in the said abridged prospectus. The said certificate and abridged prospectus of each of the Transferor Companies and each of the Amalgamating Companies are enclosed herewith as **Annexure 14A to 14I** respectively.
- 19.5. A copy of the Scheme has been filed by the Applicant Companies with the Registrar of Companies, Hyderabad.
- 19.6. The approval of the Competition Commission of India for the Composite Scheme has been obtained vide their order dated 21<sup>st</sup> January 2025, a copy of which are enclosed herewith as **Annexure 15**.
- 19.7. All approvals as stated in **Clause 74** (Conditions Precedent) of the Scheme, in order to give effect to the Scheme will be obtained.
- 19.8. The Composite Scheme, if approved at this Meeting, shall be subject to subsequent sanction of the Hon'ble Tribunal and such other approval(s), permission(s) and sanction(s) of regulatory or other authorities as may be necessary.

**20. OTHER ADDITIONAL INFORMATION AS MANDATED BY THE STOCK EXCHANGES AND SEBI**

20.1. The following Additional Disclosures are being annexed as required under the Observation letters of **BSE dated 26<sup>th</sup> May 2025** and **NSE dated 26<sup>th</sup> May 2025** are enclosed herewith as **Annexure 16**:

- a) Important disclosure in the interest of transparency and informed decision making by public shareholders.
- b) Need for amalgamation, Rationale of the scheme and swap ratio, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme
- c) Capital build-up of all the unlisted entities involved in the scheme along with the CA certificate certifying the same.
- d) Details of Revenue, PAT, and EBIDTA of all the companies involved in the Scheme for last 3 years
- e) Value of Assets and liabilities of Transferor Companies that are being transferred to Transferee Company/Amalgamated Company and post-merger balance sheet of Amalgamated Company (to be provided for each phase separately).
- f) Details of shares and warrants being allotted as consideration to Transferee Company 2 and Transferee Company 1 in below format (separately for both companies).
- g) Details of the warrants of the Transferee Company 1 including the date of issuance, its tenure, terms of issuance, terms of its conversion into the warrants issued by the Amalgamated Company and effect on maturity post conversion.
- h) Clarification letter/certificate issued by the Valuer dated 19<sup>th</sup> May 2025.
- i) No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/debenture trustees as per para A(2)(k) of Part -I of SEBI Master Circular.
- j) Details of agreement between the Transferee Company 1 and the Transferee Company 2.
- k) CCI Approval dated 21<sup>st</sup> January 2025
- l) Undertaking by the Amalgamated Company dated 07<sup>th</sup> May 2025, on classification of Promoters of the Transferee Company 1 post



the effectiveness of the Scheme.

- m) Undertaking by the Amalgamated Company dated 14<sup>th</sup> May 2025 regarding the comments of Registrar of Companies on reduction of partly paid-up shares in the Scheme.
- n) Disclose all pending actions against the entities involved in the Scheme its promoters/directors/KMPs and possible impact of the same on the Transferee Company, to the shareholders.

## **21. INSPECTION OF DOCUMENTS**

In addition to the documents appended hereto, the copies of following documents will be available for inspection by the Equity Shareholders of the Company at its registered office at Plot No. 290, Srivalli's Corporate, Road No. 6, Kakatiya Hills, Madhapur, Hyderabad, Telangana 500081 between 10:00 a.m. to 12:00 noon IST on all working days from the date hereof up to the date of the Meeting:

- a) Copy of the Tribunal Order;
- b) Copy of Company Application No. C.A.(CAA)/30/230/HDB/2025 filed jointly by Applicant Companies;
- c) Memorandum and Articles of Association of the Applicant Companies;
- d) Audited financial statements of the Applicant Companies for the year ending 31<sup>st</sup> March 2025;
- e) Composite Scheme;
- f) Agreements material to the Composite Scheme;
- g) Certificates issued by respective statutory auditors of the Applicant Companies confirming that the accounting treatment prescribed under the Scheme is in compliance with Section 133 of the Act and applicable accounting standards; and
- h) All other documents displayed on the Amalgamated Company's website <https://sequent.in/> in terms of the SEBI Master Circular on the Scheme.

Based on the above, and considering the rationale and benefits, in the opinion of the Board of Directors of the Company, the Composite Scheme will be of advantage to, beneficial and in the best interests of the companies and their respective shareholders, creditors, employees and other stakeholders, and the terms thereof are fair and reasonable. The Board of Directors of the

Company recommends the Composite Scheme for the approval of its shareholders.

**Registered Office:**

**Viyash Life Sciences Private Limited**

**CIN: U24239TG2019PTC130774**

Plot No. 290, Srivalli's Corporate, Road No. 6,

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