

Brief particulars of the transferee and transferor companies

Sr. No	Particulars	Transferee Company	Transferor Company
1	Name of the company	Venmax Drugs and Pharmaceuticals Limited	Hatri Pharma Private Limited
2	Exchange(s) Listed on	BSE	Unlisted
3	Designated Stock Exchange	BSE	BSE
4	Date of Incorporation & details of name changes, if any	28/09/1988	21/07/2010
5	Nature of Business	Trading of Nutraceuticals products and Drug Intermediaries & Cosmetic Chemicals etc.	Manufacturing of the drug intermediaries, fine chemicals and also contract manufacturing.
6	Brief particulars of the Scheme	Amalgamation of Hatri Pharma Private Limited with Venmax Drugs and Pharmaceuticals Limited	
	Rationale for the Scheme	<ol style="list-style-type: none"> 1. expected to improve operating margin of the Transferee Company to the extent procurement is from the Transferor company. 2. help optimize/ revive the business of the Transferor Company owing to integration, higher capacity utilization and specialized management; 3. result in a vertically integrated business model, enabling the Transferee Company to secure a consistent and quality consolidation of pharma business. 4. enhancement of operational, organizational and financial efficiencies, and achieve economies of scale by pooling of resources through backward integration; 5. an integrated and coordinated approach to business and a more efficient allocation of capital and resources for growth opportunities; 6. ability to cross-sell products through the respective distribution channels; 7. efficient materials management, warehouse rationalization and unified approach on customer engagement; 8. unification and streamlining of legal and regulatory compliances currently required to be carried out by both, the Transferor Company and the Transferee Company; 9. consolidation of administrative and managerial functions and elimination of multiple record-keeping, inter alia other expenditure and optimal utilization of resources; and 10. adaptation of best practices and in enhancing mechanization / automation of various processes through latest technologies. 	
7	Date of resolution passed by the Boards of director of the company approving the scheme	12.11.2025	
8	Appointed Date	01.04.2025	
9	Consideration/Exchange Ratio	The exchange ratio of equity shares of VDPL between VDPL& HPPL to the existing shareholders of HPPL would be allotted in the ratio of 1 (One) equity shares in VDPL of Rs.10 each fully paid up for 1 (One) equity share of HPPL of Rs. 10/-each fully paid up (i.e., 1 equity share of VDPL equal to 1 equity share of HPPL) as per certification by the valuer.	
10	Will any of the unlisted companies seek listing pursuant	NA	

	to Rule 19(2)(b) of SEBI (SCRR),1957																									
11	Report of Audit Committee	Audit Committee report dated 12.11.2025 has recommended the draft scheme for favorable consideration attached in Annexure V																								
12	Valuation Report from a Registered Valuer	The share entitlement ratio has been derived based on Valuation report dated 12.11.2025 issued by Gopavarapu Murali Reddy, FCA, Registered Valuer Regn No. IBBI/RV/02/2019/11566. attached in Annexure II																								
13	Fairness opinion by Merchant Banker	Finshore Management Services Limited, Merchant Banker in its fairness opinion dated 12.11.2025 attached in Annexure III																								
14	Pre and post scheme Shareholding Pattern of the listed Company	<p>Pre-Scheme Shareholding Pattern</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>12,12,025</td> <td>7.94</td> </tr> <tr> <td>Public</td> <td>1,40,51,905</td> <td>92.06</td> </tr> <tr> <td>Total</td> <td>1,52,63,930</td> <td>100</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>12,12,025</td> <td>3.11</td> </tr> <tr> <td>Public</td> <td>3,77,81,905</td> <td>96.89</td> </tr> <tr> <td>Total</td> <td>3,89,93,930</td> <td>100</td> </tr> </tbody> </table> <p>Note: Assuming that full conversion of share warrants</p>	Category	No. of shares	%	Promoter	12,12,025	7.94	Public	1,40,51,905	92.06	Total	1,52,63,930	100	Category	No. of shares	%	Promoter	12,12,025	3.11	Public	3,77,81,905	96.89	Total	3,89,93,930	100
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17	Details of promoter's shareholding	Pre- scheme shareholding pattern:			
		Name	No. of shares	%	Promoter (Yes/No)
		Venkata Narender Nuka	926775	6.07	Yes
		Post- scheme shareholding pattern:			
		Name	No. of shares	%	Promoter (Yes/No)
		Venkata Narender Nuka	926775	2.38	Yes
18	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	More than 25%			
19	Approval of shareholders through postal ballot and e-voting	E-voting			
20	Resolution for scheme approval (Ordinary/Special) <i>Note: specifically state applicability of Clause 10(b) of SEBI Master Circular on Scheme of Arrangement i.e.</i> <i>"If the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it"</i>	In view of applicability of Clause 10(b) of SEBI Master Circular on Scheme of Arrangement the Company shall pass the resolution for approval of Scheme of Arrangement by Ordinary Resolution.			
21	Treatment of Fractional Entitlement, if any	Nil			
22	Compliance with Regulation 11 of the Listing Regulations	The Company has vide letter dated 12.11.2025 confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.			

23	Statutory Auditor's certificate confirming the compliance of the accounting treatment as per SEBI Master Circular	PPKG & Co, Statutory Auditors of the company have provided the certificate dated 18.11.2025, confirming the accounting treatment as per SEBI circular. attached in Annexure IX.	
24	Compliance Report as per SEBI circular	Not Applicable	
25	Net Worth (Rs. in crores)	Venmax Drugs and Pharmaceuticals Limited	Hatri Pharma Private Limited
	Pre	8.58	16.10
	Post	24.68	0
26	Capital before the scheme (No. of equity shares as well as capital in rupees)	80,07,930 Equity Shares 8,00,79,300/- (Capital in rupees)	2,37,30,000 Equity Shares 23,73,00,000/- (Capital in rupees)
	No. of shares to be issued	2,37,30,000 Equity Shares 23,73,00,000/- (Capital in rupees)	-
	Cancellation of shares on account of cross holding, if any	-	-
	Capital after the scheme (No. of equity shares as well as cap	3,89,93,930 Equity Shares 38,99,39,300- (Capital in rupees)	Nil
27	Please specify the relation among the companies involved in the scheme, if any.	Not Related	Not Related
28	Details regarding change in management control in listed or resulting company seeking listing, if any.	No Change	No Change
29	Remarks, if any	-	-

For Venmax Drugs and Pharmaceuticals Limited

Priyanka Agarwal
Company Secretary & Compliance Officer