

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001.

**Dear Sir,**

**Sub:** Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for the proposed Scheme of Amalgamation among Hatri Pharma Private Limited ("HPPL" or the "Amalgamating Company") with Venmax Drugs and Pharmaceuticals Limited ("VDPL" or the "Amalgamated Company") under Sections 230-232 of the Companies Act, 2013 and rules framed thereunder ("Scheme").

In connection with the above application, we hereby confirm that:

1. The proposed scheme of amalgamation/ merger reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
2. The draft scheme of amalgamation together with all documents mentioned in SEBI circular has been disseminated on company's website as per the link given hereunder: <https://www.venmaxdrugs.com/Amalgamation.html> .
3. The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
4. The company shall obtain shareholders' approval by way of special resolution passed through e-voting as mentioned in clause 18(b)-page no.29 of the draft scheme. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it (if applicable).
5. In case of Unlisted company being involved in the Scheme of Arrangement:
  - a. The Company shall include the applicable information pertaining to the unlisted entity

involved in the scheme in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme and the same shall be submitted to Stock Exchanges.

- b. The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the “merged” company on a fully diluted basis shall not be less than 25%.
6. The documents filed by the Company with the Exchange are same/similar/identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
7. There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation.
8. In case of a Fractional Entitlement in Scheme company will adhere to the SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and amendments thereof.
9. Pursuant to implementation of Scheme if Re-classification takes place under Regulation 31A of the SEBI (LODR) Regulations, 2015, company shall ensure with the Compliance of Regulation 38 of SEBI (LODR) Regulations, 2015.
10. The draft scheme is in compliance with the MoA & AoA of the Companies involved in the scheme of arrangement.
11. The draft scheme is in compliance with all applicable SEBI circulars as amended from time to time and SEBI (LODR) Regulations, 2015.

**For Venmax Drugs and Pharmaceuticals Limited**

**Priyanka Agarwal**  
**Company Secretary & Compliance Officer**

**Date:26.02.2026**