



To,  
The Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street Fort,  
Mumbai-400001.

Date: 03.09.2022

Dear Sir(s),

**Sub: Outcome of Board Meeting Regulation 30 & 33 of SEBI (LODR) Regulations, 2015**  
**Ref: Stock Code: BSE – 524636**

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This is to inform you that the Board of Directors of the Company at its meeting held on 03<sup>rd</sup> September, 2022, have approved the following:

1. Fix the Day, Date, Time and Venue for the 29<sup>th</sup> Annual General Meeting of the Company and also approved the Notice of 29<sup>th</sup> Annual General Meeting of the members of the Company which is scheduled to be held on Monday, the 26<sup>th</sup> day of September, 2022 at 03:00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).
2. Approved the draft notice and Directors Report of the 29<sup>th</sup> Annual General Meeting of the Company which includes:
  - a. *Consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the reports of the Board of Directors (‘the Board’s Report’) and Auditors thereon*
  - b. *Appoint a director in place of Sri. Raghavendra Rao Kanuganti (DIN: 08766586), who retires by rotation and being eligible, seeks re-appointment*
  - c. *Re-appoint M/s. Gowri Shankar & Associates, Chartered Accountants, (Firm Registration No.015625S) as Statutory Auditors of the Company to hold office for a period of 5 consecutive years*
  - d. *Re-Appointment of Dr. Sai Sudhakar Vankineni (DIN: 00733001) as Managing Director of the Company*
  - e. *Consider and approve the power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 100 Crores*
  - f. *Consider and approve the power to create charge upon the borrowings pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 not exceeding Rs. 100 Crores*

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**OXYGENTA PHARMACEUTICAL LIMITED** (Formerly known as S.S ORGANICS LIMITED)

(An ISO 9001:2015, ISO 14001 : 2015 and OH&S ISO 45001:2018 Certified Company)

REGD. OFF & FACTORY: Sy. No. 252/1, Aroor (V), Sadasivapet (M), Sangareddy (Dist) – 502 291, Telangana, INDIA.

Tel: (08455) 250080, Fax: 08455-250090

Corp. Office: Plot No.43, Sy. No. 55 to 58, The Park View, 1st Floor, Lumbini Avenue, Gachibowli, Hyderabad – 500 032.

E-Mail id: cs@oxygentapharma.com, info@oxygentapharma.com. Website: www.oxygentapharma.com

CIN: L24110TG1990PLC012038



- g. Ratification of Related Party Transactions entered during the F.Y. 2020-2021 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)
  - h. Ratification of Related Party Transactions entered during the F.Y. 2021-22 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)
  - i. Approval for Related Party Transactions for the FY 2022-23 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)
3. Appointed scrutinizer Mrs. Vanitha Nagulavari (A26589), Practicing Company Secretary, for conducting e-voting process for the 29th Annual General Meeting.

The meeting started at 04.30 PM and concluded at 06:45 PM.

This is for your information and records.

Thanking you,

Yours faithfully,

**Oxygenta Pharmaceutical Limited**

(Formerly known as S.S. Organics Ltd)

VEERENDRA  
BABU  
RANGISETTY

Digitally signed by  
VEERENDRA BABU  
RANGISETTY  
Date: 2022.09.03 19:01:34  
+05'30'

Veerendra Babu R

Designation: Company Secretary and Compliance Officer

M. No.: A65410

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**OXYGENTA PHARMACEUTICAL LIMITED** (Formerly known as S.S ORGANICS LIMITED)

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CIN: L24110TG1990PLC012038

## NOTICE

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **Oxygenta Pharmaceutical Limited** (formerly known as S.S. ORGANICS LTD.) will be held on Monday 26<sup>th</sup> September, 2022, at 03.00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the reports of the Board of Directors ("the Board's Report) and Auditors thereon.
2. To appoint a director in place of **Sri. Raghavendra Rao Kanuganti (DIN: 08766586)**, who retires by rotation and being eligible, seeks re-appointment.
3. To re-appoint M/s. Gowri Shankar & Associates, Chartered Accountants, (Firm Registration No.015625S) as Statutory Auditors of the Company to hold office for a period of 5 consecutive years from the conclusion of 29<sup>th</sup> Annual General Meeting of the Company until the conclusion of 34<sup>th</sup> Annual General Meeting of the Company and to authorize Board of Directors of the Company to fix their remuneration .

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), M/s. Gowri Shankar & Associates, Chartered Accountants, (Firm Registration No.: 015625S), re-appointed for the second consecutive term of 5 years to hold the office from the conclusion of the 29<sup>th</sup> Annual General meeting until the conclusion of 34<sup>th</sup> Annual General meeting of the Company to be held in the year 2027, at such remuneration plus applicable taxes and reimbursement of out of pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**"RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including filing of e-forms with the jurisdictional Registrar of Companies"

### **SPECIAL BUSINESS:**

4. Re-Appointment of Dr. Sai Sudhakar Vankineni (DIN: 00733001) as Managing Director of the Company.

*To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:***

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is here accorded for re-appointment of Mr. Sai Sudhakar Vankineni (DIN : 00733001), as the Managing Director and Chief Financial Officer of the Company, for a period of 5 (five) years with effect from 14<sup>th</sup> February, 2022, liable to retire by rotation, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Consider and approve the power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 100 Crores.:

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Company be and is hereby accorded for borrowing from time to time any sums of money, on such terms and conditions as the board may deem fit notwithstanding the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so that the total amounts of monies so borrowed for the purpose of the Company at any time shall not exceed the sum of Rs. 100 Crores (Rupees One Hundred crores only).”

**“RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company.”

6. Consider and approve the power to create charge upon the borrowings pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 not exceeding Rs. 100 Crores.

*To consider and if thought fit, to pass with or without modification, the following Resolution as **Special Resolution**.*

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Company be and is hereby accorded to mortgage and/ or create charge to the extent of borrowing limits of the Board of Directors, on all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the Company to or in favor of any Financial institutions, Banks, NBFC’s or any other agencies/ lenders to secure the term loans and/ financial assistance/ other obligations that has already been granted or may in future be granted by them to the Company from time to time.”

**“RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company.”

7. Ratification of Related Party Transactions entered during the F.Y. 2020-2021 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)

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

**“RESOLVED THAT** pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the approval of the Audit Committee in their Meeting, the Material Related Party Transactions as entered into by the Company with Related Party in ordinary course of business and are at arm’s length basis during the Financial Year 2020-2021 as detailed in the explanatory statement annexed to this notice, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2019-20 be and are hereby ratified and approved.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal.

8. Ratification of Related Party Transactions entered during the F.Y. 2021-22 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)

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

**“RESOLVED THAT** pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the approval of the Audit Committee in their Meeting, the Material Related Party Transactions as entered into by the Company with Related Party in ordinary course of business and are at arm’s length basis during the Financial Year 2021-22 as detailed in the explanatory statement annexed to this notice, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2020-21 be and are hereby ratified and approved.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal.

9. Approval for Related Party Transactions for the FY 2022-23 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for providing loans/ financial assistance, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50 Crore (Rupees Fifty Crore only) for the financial year 2022-23, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**For and on behalf of the board  
Oxygenta Pharmaceutical Limited  
(Formerly known as S.S. Organics Ltd.)**

**Sd/-  
Vankineni Sai Sudhakar  
Chairman and Managing Director  
(DIN :00733001)**

**Date: 03<sup>rd</sup> September, 2022  
Place: Hyderabad**



## **NOTES FOR MEMBERS:**

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs (“MCA”) read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and other relevant circulars issued by the Securities and Exchange Board of India (“SEBI”), from time to time (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) upto 31<sup>st</sup> December, 2022, without physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being convened through VC/OAVM and the venue of the AGM shall be deemed to be the registered office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and the attendance slip are not attached to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), in respect of items of special business is annexed hereto.
4. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Even the transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form with effect from 24th January, 2022. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad-500 018 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
5. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and are requested to send the relevant share certificates to the RTA/Company.
6. Corporate members intending to allow their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
8. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.

9. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number (PAN) either at the time of opening of the account or at any time subsequently. In case they have not furnished the PAN to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of noncompliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/DOP/ CIR-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
10. Members may also note that the notice of the 29<sup>th</sup> Annual General Meeting is available on the Company's website: [www.oxygentapharma.com](http://www.oxygentapharma.com). All documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company at [cs@oxygentapharma.com](mailto:cs@oxygentapharma.com).

In compliance with the aforesaid MCA Circulars and SEBI Circular dated 13th May, 2022, Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website at [www.oxygentapharma.com](http://www.oxygentapharma.com), on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively

11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
12. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
13. Retirement of Directors by rotation: Mr. Raghavender Rao Kanuganti, Executive Director, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment.

The Board of directors commend the re-appointment of Mr. Raghavender Rao Kanuganti, Executive Director, who is liable to retire by rotation.

### **Instructions for E-VOTING**

#### **CDSL e-Voting System –For e-voting during AGM**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May,2020, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted



at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.oxygentapharma.com](http://www.oxygentapharma.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE**

**AS UNDER:**

- i. The voting period begins on 23<sup>rd</sup> September, 2022 at 09:00 A.M. and ends on 25<sup>th</sup> August, 2022 at 05:00 P.M. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23<sup>rd</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Board, of Directors have appointed Mrs. Vanitha Nagulavari (A26589), Practising Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode CDSL/NSDL is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li data-bbox="808 1052 1433 1312">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi.</li> <li data-bbox="808 1354 1433 1787">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly</li> </ol>

Individual Shareholders holding securities in demat mode with **NSDL Depository**

- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
  - 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
  - 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  - 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Individual Shareholders holding securities in Demat mode with NSDL

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- vi. Login method for e-Voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in Demat form:

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

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA</li> </ul>
<b>Dividend Bank Details or Date of Birth(DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vii. After entering these details appropriately, click on “**SUBMIT**” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein, they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Company, i.e., Oxygenta Pharmaceutical Limited, on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else

to change your vote, click on “CANCEL” and accordingly modify your vote.

- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, non-individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@oxygentapharma.com](mailto:cs@oxygentapharma.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.



2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through AVC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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

### **General Instructions**

- i. The voting rights of members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on **22<sup>nd</sup> September, 2022**.
- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.oxygentapharma.com](http://www.oxygentapharma.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

## **Explanatory Statement**

### **Item No. 4:**

Mr. Sai Sudhakar Vankineni was appointed as the Managing Director and Chief Financial Officer of the Company for a period of three years with effect from 14<sup>th</sup> February, 2019, post approval of the Members. The present term of Mr. Sai Sudhakar Vankineni comes to an end on 14<sup>th</sup> February, 2022.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Sai Sudhakar Vankineni as Managing Director and Chief Financial Officer for a further period of five years, post completion of his present term.

Mr. Sai Sudhakar Vankineni is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director and Chief Financial Officer of the Company. Mr. Sai Sudhakar Vankineni satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

In so far as the remuneration of Mr. Sai Sudhakar Vankineni as Managing Director and Chief Financial Officer is concerned, the Members have by a Special Resolution at the 27<sup>th</sup> AGM held on 30<sup>th</sup> December, 2020, approved the remuneration of Rs. 12,00,000/- (Rupees Twelve only) per annum as decided by the Board on such recommendation by the Nomination and Remuneration Committee.

The remuneration payable to Mr. Sai Sudhakar Vankineni will be accordingly decided by Nomination and Remuneration Committee of the Company within the overall limits approved by the Members and shall be in compliance with the overall limits provided under the Act.

It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Sai Sudhakar Vankineni as a Managing Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Sai Sudhakar Vankineni as the Managing Director of the Company.

None of the Directors or Key Managerial Personnel or the relatives except Mr. Sai Sudhakar Vankineni are concerned or interested, financially or otherwise, in this resolution.

### **Item No. 5 & 6**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or financial institutions and/or any other lending institutions and/ or bodies corporate and/or such other persons/individuals as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs. 50 Crores to Rs. 100 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at **Item No. 5 & 6**.

**Item No. 7 & 8**

The Company has entered into Related Party Transactions during the Financial Year 2020-21 & 2021-22 with Related Parties a brief summary of these transactions is given below:

<b>Sr. No</b>	<b>Name(s) of the related party</b>	<b>Nature of Relationship</b>	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of all the Contracts</b>
1	Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)	Lender and Shareholder (pursuant to conversion of loan into equity)	Borrowings	Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only)

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm’s length basis. All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm’s length basis.

As per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 all related party transactions shall be considered as “Material” if the transaction entered with individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Related Parties for the Financial Year 2020-21 & 2021-22 is “Material” and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2019-20 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolutions.

Members may also please note that, the Company has allotted 35,00,000 (Thirty-five lakhs) equity shares of Rs. 10/- (Rupees Ten only) to M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited) vide board meeting dated 12<sup>th</sup> August, 2021 on preferential basis.

Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the Financial Year 2020-21 & 2021-22 as mentioned above if such Member is a related party.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No.7 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution at Item No.7 & 8 of the Notice.

**Item No. 9**

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited) is likely to exceed the said threshold limit, and is expected to be around Rs. 50.00 Crore during the financial year 2022-23

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited) in the financial year 2022-23.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited) are as follows:

<b>Sr. No</b>	<b>Particulars</b>	<b>Remarks</b>
1	Name of the Related Party	M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)
3	Nature of Relationship	Lender and Shareholder (pursuant to conversion of loan into equity)
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Monetary value of proposed aggregate transactions during financial year 2022-23 is expected to be Rs. 50.00 Crore. (Rupees Fifty Crore only)

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

**For and on behalf of the board  
Oxygenta Pharmaceutical Limited  
(Formerly known as S.S. Organics Ltd.)**

**Sd/-  
Vankineni Sai Sudhakar  
Chairman and Managing Director  
(DIN :00733001)**

**Date: 03<sup>rd</sup> September, 2022  
Place: Hyderabad**