

NOTICE
FOR
EXTRAORDINARY GENERAL MEETING
OF
SAI PARENTERAL'S LIMITED
CIN: U24231TG2001PLC036043

REGISTERED OFFICE:

Plot No. 39, 5TH Floor, Lavanya Arcade,
Jayabheri Enclave, Gachibowli,
Hyderabad-500032, Telangana.
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NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SAI PARENTERAL'S LIMITED WILL BE HELD ON WEDNESDAY, THE 31ST DAY OF JANUARY, 2024, AT 11.30 A.M AT A SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 39, 5TH FLOOR, LAVANYA ARCADE, JAYABHERI ENCLAVE, GACHIBOWLI, HYDERABAD-500032, TELANGANA TO TRANSACT THE FOLLOWING BUSINESS(S):

ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

"To consider and if thought fit, to pass with or without modification(s) the following resolutions as ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, contained under the Companies Act, 2013, consent of members of the Company be and is hereby accorded for increase of Authorized Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, contained under the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby amended and replaced by the following Clause hereunder:

Clause V.

V. The Authorised Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

ITEM NO. 2: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), Articles of Association of the Company, and as per Memorandum of Understanding between the Company, the Target Company and the Proposed Allottee, the Consent of the members be and is hereby accorded to offer, issue and allot shares on preferential basis amounting to Rs. 28,28,08,000 (Twenty Eight Crores Twenty Eight Lakhs Eight thousand) divided into 53,00,000 (Fifth Three Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each for a consideration other than cash against acquisition of 53,31,560 (Fifty Three Lakhs Thirty One Thousand Five Hundred and Sixty) fully paid-up equity shares of Rs. 10/- each ("Sale Shares") and voting rights constituting 100% of the shareholding of

M/s Revat laboratories Private Limited ("Target") (for an agreed aggregate consideration of 28,28,08,000 (Twenty Eight Crores Twenty Eight Lakhs Eight thousand), (being discharged by way of issue of the Equity Shares as mentioned above), from the below mentioned allottees in the ratio as mentioned below and on such further terms and conditions as finalized by the Board of Directors:

Sr. No.	Name of the proposed Allottee	Details of the Proposed Allottee	No. of Equity Shares held in Revat Laboratories Private Limited	No. and price of equity shares proposed to be issued and allotted
1.	Anil Kumar Karusala	Individual/Promoter	11,57,540	11,50,688 at a price of Rs. 53.36/- Per Share
2.	Vijitha Gorrepati	Individual/Promoter	29,17,020	28,99,752 at a price of Rs. 53.36/- Per Share
3.	Aruna Karusala	Individual/Promoter Group	12,57,000	12,49,560 at a price of Rs. 53.36/- Per Share
Total			53,31,560	53,00,000 at a price of Rs. 53.36/- Per Share

RESOLVED FURTHER THAT upon receipt of such non-cash consideration by the Company from the Investors, the full consideration payable by the respective investors in relation to the aforesaid allotment each shall be deemed to be received by the Company in accordance with all applicable laws

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as may be required by the agencies involved in such issues but subject to such conditions as the Central Government or such other appropriate authority may impose at the time of their approval and the Board as it may deem fit and appropriate give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said Equity Shares."

**BY ORDER OF THE BOARD
FOR SAI PARENTERAL'S LIMITED**

**ANIL KUMAR KARUSALA
MANAGING DIRECTOR
DIN: 01866646**

**Place: Hyderabad
Date: 24.01.2024**

Notes:

1. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. The proxy, in order to be valid, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. The relative explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed.
4. All documents referred to in this notice calling for Extra ordinary general meeting will be available for inspection at the registered office of the Company during business hours on all working days up to the date of Extra ordinary general meeting.
5. Members/Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
6. Documents referred to in the Notice and Explanatory Statement and any document referred to in the accompanying Explanatory Statement are available for inspection at the Registered Office of the Company during Office hours between 11.30 A.M. and 1.00 P.M on all working days prior to the Extra Ordinary General Meeting.
7. Route map of the EGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed
8. This meeting is being held at a shorter notice.

EXPLANTORY STATEMENT AS REQUIRED U/S. 102(1) AND OTHER APPLICABLE RULES OF THE COMPANIES ACT, 2013:

ITEM NO. 1: Increase in the Authorised Share Capital:

The Company is proposing to issue Equity Shares by way of preferential issue basis for a consideration other than Cash as mentioned in the Item no. 2 of the Notice.

In view of this and considering the future prospects of the Company, the management of the Company decided to increase its Authorized capital from Rs. 12,00,00,000/- to Rs. 14,00,00,000/- subject to the approval of the shareholders of the Company.

Pursuant to the provisions of Section 13 and 61 of the Companies, Act, 2013 any increase in the Authorized capital of the company needs to be approved by the members by passing Ordinary resolution in their General Meeting. Hence the resolution is commended for your approval as Ordinary resolution.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the resolution.

ITEM NO. 2: Issue of shares in preferential issue basis

The Board of Directors of the Company ("Board") at its meeting held on January 24, 2024 approved the proposal to acquire 53,31,560 (Fifty Three Lakhs Thirty One Thousand Five Hundred and Sixty) fully paid-up equity shares of ` 10/- (Rupees ten) each of Revat laboratories Private Limited representing 100% of the equity share capital of the Company on the terms and conditions set out in the Memorandum of Understanding as executed between the party, for an aggregate consideration of Rs. 28,29,99,205/- (Rupees Twenty Eight Crores Twenty Nine Lakhs Ninety Nine Thousand Two Hundred and Five Only) being discharged by way of non-cash consideration of 53,00,000 (fifty Three Lakhs Only) equity shares of face value of ` 10/- (Rupees ten) of the Company by way of preferential issue under the Companies Act, 2013 and rules thereunder ("Act").

Subject to receipt of shareholders' approval, and subject to satisfaction of other agreed conditions precedent and other terms of Memorandum of Understanding executed amongst the Company, the Target Company and the Proposed Allottee(s), the Company proposes to issue 53,00,000 (Fifty Three lakhs only) Equity Shares of Rs.10/- (Rupees ten) each at a price of ` Rs. 53.36/- (Fifty Three Rupees and Thirty Six paisa) per equity share which includes a premium of ` 43.36/- (Forty Three Rupees and Thirty Six paisa) per equity share ("Subscription Shares"), on the Closing Date (as defined hereinafter), free from all encumbrances in full consideration of transfer of the Sale Shares from Shareholders of Revat laboratories Private Limited to the Company ("Transaction"). , upon the allotment of Shares the Target is proposed to become Wholly owned Subsidiary of the Company, subject to receipt of other necessary approvals if any.

The allotment of the aforesaid Equity Shares by the Company to the Investors will be on preferential allotment basis at a price of Rs. 53.36 /-(Fifty Three Rupees and Thirty Six paisa) per equity share, which is done for a consideration other than cash and based on the valuation report obtained by the Company and would not result in any inflow of funds.

Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing

shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise by passing the resolution.

Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sl. No.	Particulars	Information
A	Particulars of offer including date of passing of Board Resolution	The total / maximum number of the Subscription Shares proposed to be issued under this preferential allotment is 53,00,000 (Fifty Three Lakhs). The Subscription Shares shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment. Date of Board Resolution: 24/01/2024
B	Kinds of Securities offered and the price at which security is being offered	The Subscription Shares shall be issued and allotted to the Proposed Allottee by way of preferential issue on a private placement basis, for non-cash consideration (being the transfer of 100% of the share capital of the Target held by the Proposed Allottee to the Company for non-cash consideration (being the Subscription Shares)) in accordance with the agreements executed amongst the Company, the Target and the Proposed Allottee. The allotment of the Subscription Shares is proposed to be made at a price of Rs. 53.36/- (Fifty Three Rupees and Thirty Six paise only) each, determined based on the valuation report. These shares shall rank pari-passu with the existing equity Shares of the Company.
C	Basis or justification for the price (including premium if any) at which the offer or invitation is being made	As per the registered valuer report dated 24 th January, 2024, the price which is being offered is made at a price of Rs. 53.36/- (Fifty Three Rupees and Thirty Six paise only) each, determined based on the valuation report.
D	Name and Address of the Registered Valuer who performed Valuation	Mr. Someswara Rao Artham, Registered Valuer under the provisions of Section 247 of Companies Act, 2013 for the Asset Class – Securities or Financial Assets, vide Registration No. IBBI Registration Number:- IBBI/RV/02/2019/11544
E	Amount which the company intends to raise by way of such securities	Not applicable. The issue of Subscription Shares is for non-cash consideration. However the paid up capital will raise by 5,30,00,000/- consisting of 53,00,000 of Rs.10/- each.
F	Material terms of raising such securities, proposed time	Material terms: The total / maximum number of the Subscription Shares proposed to be issued under this

	<p>schedule, purpose or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.</p>	<p>preferential allotment is 53,00,000 as against acquisition of 53,31,560 Equity Shares of the M/s. REVAT LABORATORIES PRIVATE LIMITED (Target Company) from the allottees as mentioned in the resolution no 2 and as per the agreement executed between the parties.</p> <p>Proposed time schedule: Within 1 year from the date of passing of Special Resolution</p> <p>Purpose or objects of the Issue: To acquire 100% voting rights of Target Company whereby making it a Wholly owned Subsidiary of the Company.</p> <p>Contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects: The proposed issue and allotment of Shares is to the Promoters/Promoter Group of the Company</p> <p>Principle terms of assets charged as securities: NIL</p>
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The Information as required under Rule 13 of Companies (Share Capital and Debenture) Rules, 2014 for Equity Shares are as under:

- a) **Object of the issue:** To Acquire 100% voting rights by acquiring 100% equity shares of M/s. Revat Laboratories Private Limited, and pursuant to it the Company has agreed to purchase 53,31,560 (Fifty Three Lakhs Thirty One Thousand Five hundred and Sixty) fully paid-up equity shares of ` 10/- (Rupees ten) each of the Target for an aggregate consideration of 28,29,99,205 (Rupees Twenty Eight Crores Twenty Nine Lakhs Ninety Nine Thousand Two Hundred and Five Only), being discharged by way of non-cash consideration rounded off to 53,00,000 (Fifty Three Lakhs) equity shares of face value of ` 10/- (Rupees ten) each of the Company to be issued at a price of Rs. 53.36/- (Fifty Three Rupees and Thirty Six paise only). The non-cash purchase consideration to the Proposed Allottee will be settled by allotment of equity shares of the Company as mentioned in resolution at Item No. 2 in this notice and explanatory statement. The target will become the Wholly Owned Subsidiary of the Company post acquisition.
- b) **No. of Shares or other Securities to be Issued:** 53,00,000 Equity Shares of Rs.10/-each are issued for consideration other than cash to the allottees as mentioned in resolution no 2.
- c) **Price at which shares are proposed to be allotted :**

Sr. No.	Type of shares	Face value of shares	Premium Amount	Total
1	Equity shares	10	43.36	53.36

- d) **Basis on which price has been arrived:** The Valuation is arrived as per the valuation report issued by Mr. Artham Someswara Rao, being a Registered Valuer under Section 247 of Companies Act, 2013 and the rules made there under, taken as prescribed under Companies Act, 2013.

- e) **Relevant date with reference to which the price has been arrived:** Relevant Date is the date of Valuation i.e. 31st March, 2023.
- f) **Class of persons to whom the Allotment is made:** Promoter/ Promoter Group
- g) **Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer:** The entire shares will be issued to Promoter and Promoter group.
- h) **Proposed time within which the allotment shall be completed:**
One year from the date of passing of Special resolution.
- i) **Names of the proposed allottees and Percentage of post Equity offer capital to be held by subscribers:**

Name of the Proposed Allottee (s)	Pre Allotment (No. of shares)	% to Pre-Issue Capital	Allotment	Post Allotment	% to Post Issue Capital
Anil Kumar Karusala	0	0	11,50,688	11,50,688	9.24
Vijitha Gorrepati	42,64,445	59.64	28,99,752	71,64,197	57.54
Aruna Karusala	13,84,445	19.36	12,49,560	26,34,005	21.15
Total	56,48,890	79.00%	53,00,000	1,09,48,890	100%

j) **Change in the Control:**

There will not be any change in the management control of the Company on account of the further issue of shares.

k) **Company has not made any preferential allotment during the FY 2023-24.**

l) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

A part of the consideration payable to Proposed Allottees for acquisition of 53,31,560 (Fifty Three lakhs Thirty One Thousand Five Hundred and Sixty) fully paid-up equity shares of ` 10/- (Rupees ten) each of the Target (the "Sale Shares") held by the allottees as mentioned in the resolution, shall be discharged by the Company by the issuance of the Subscription Shares. A valuation is hereby undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Sale Shares and price of the equity shares has been determined taking into account the valuation report of the registered valuer (i.e. valuation report dated January 24, 2024 prepared by Mr. Artham Someswara Rao a Registered Valuer independently appointed by the Company and Revat laboratories Private Limited, respectively).

The Fair Value of the Equity Shares of Revat Laboratories Private Limited has been arrived based on the valuation report given by Mr. Artham Someswara Rao dated 24.01.2024.

The Fair value of the equity shares of the Company is Rs 53.36/- per share as per the valuation certificate given by Mr. Artham Someswara Raodated 24.01.2024.

m) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

Sl.No	Category	Pre - issue		Post-issue	
		Number of shares held	% of shares held	Number of shares held	% of shares held
A	PROMOTERS HOLDING				
1	Indian				
	Individual	5648890	79.00	10948890	87.94
	Bodies corporate	-	-	-	-
	Sub Total	5648890	79.00	10948890	87.94
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	5648890	79.00	10948890	87.94
B	NON PROMOTERS HOLDING				
1	Institutional Investors	-	-	-	-
2	Non-Institutional Investors				
	Private corporate bodies	56473	0.79	56473	0.45
	Directors and relatives	-	-	-	-
	Indian public	1443871	20.19	1443871	11.60
	Others (NRIs)	1317	0.02	1317	0.01
	Other (HUF)	-	-	-	-
	Subtotal (B)	1501661	21.00	1501661	12.06
	GRAND TOTAL	7150551	100	12450551	100

The Resolution, if passed, will have the effect of allowing the Board to allot Equity Shares to the existing shareholders.

The members are, therefore, requested to accord their approval authorizing the Board to issue and allot shares as set out in the resolution.

Except Mr. Anil Kumar Karusala -Managing Director, Mrs. Vijitha Gorrepati -Whole time Director, Mrs. Aruna karusala – non Executive Director, none of the directors and key managerial personnel and their relatives is in any way concerned or interested in the resolution.

**BY ORDER OF THE BOARD
FOR SAI PARENTERAL'S LIMITED**

**ANIL KUMAR KARUSALA
MANAGING DIRECTOR
DIN: 01866646**

Place: Hyderabad

Date: 24.01.2024