

NOTICE TO SHAREHOLDERS

Notice is hereby given that the First Extra-ordinary General Meeting of the Members of Vilin Bio Med Limited ("the Company") for the Financial Year 2025-2026, will be held on Monday, February 9, 2026 at 4:00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact following business mentioned below:

Special Business:

1. Increase in Authorised Share Capital of the Company and consequential amendment to the Capital Clause of the Memorandum of Association:

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

RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed thereunder, (including any statutory amendment(s) or modification(s) thereto or substitution (s) or reenactment(s) made thereof for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company, the Consent of the Members, be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creating additional 1,00,00,000 (One Crore Only) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Capital Clause of the Memorandum of Association of the Company accordingly be and is hereby substituted with the following new Clause:

Clause-V: The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby severally authorised to do all such acts, deeds and things, and to execute all such documents, instruments and writings, as may be required to give effect to this Resolution.

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 Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter-V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations 2018"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the Rules, Regulations, Notifications and Circulars issued thereunder and other applicable law including any other Rules, Regulations, Guidelines, Notifications, Circulars and Clarifications issued thereon from time-to-time by the Government of India, the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs, the National Stock Exchange where the Equity Shares of the Company are presently listed ("Stock Exchange"), and or any other competent Regulatory Authority and in accordance with the uniform Listing Agreement entered into with the National Stock Exchange of India Limited and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from the Regulatory or other appropriate Authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board or Committee constituted / to be constituted of the Management to exercise its powers including the powers conferred by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to Create, Issue, Offer and Allot by way of Preferential Allotment, up to 13,00,000 (Thirteen Lakhs Only) Equity Shares of Face Value of Rs.10/- (Rupees Ten) each at a premium of Rs.16/- (Rupees Sixteen) each aggregating to Rs.3,38,00,000/- (Rupees Three Crores Thirty Eight Lakhs Only) to the Non-Promoters, on Preferential Allotment basis, in compliance with Chapter-V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto, and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following Persons / Entities as mentioned below:

SI No	Name of the Proposed Allottees	Number of Shares proposed to be Allotted	Name of the Ultimate Beneficial Owner	Allottee is QIB / MF / FII / Trust / Banks
1	AMN Ventures LLP	6,30,000	1. Naga Nandini Potukunchi 2. Murali Mohanrao Potukunchi	No
2	Enspire Institute of Professional Studies LLP	6,70,000	1. Yallapragada Sai Praveen Kumar 2. Suresh Mandava	No
	Total	13,00,000		

RESOLVED FURTHER THAT in terms of provisions of Chapter-V of SEBI ICDR Regulations, the relevant date for determining the Floor Price for the Preferential Issue of the Equity Shares is Saturday, January 10, 2026 ("Relevant Date"), being the 30 (thirty) days prior to the date of the Extra-ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of this Resolution, the Issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under the applicable Laws:

1. The Equity Shares to be Issued and Allotted, pursuant to this Resolution, shall be listed and traded on the Stock Exchange, subject to receipt of necessary permissions and approvals.
2. The Equity Shares to be Issued and Allotted shall be Fully Paid-up and shall rank pari-passu with the existing Equity Shares of the Company in all the respects (including with respect to Dividend and Voting Powers) from the Date of Allotment thereof.
3. The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter-V of the SEBI ICDR Regulations.
4. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the Date of Allotment thereof.
5. The consideration for allotment of Equity Shares shall be paid to the Company from the Bank Accounts of the Investor.
6. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from the applicable Regulatory Authorities, the Allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission."

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the Issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the Issue, as it may deem expedient, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the Agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority, if any, may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the Offer, Issue and Allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT any of the Directors / KMP be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors / any Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution, be and are hereby approved, ratified and confirmed in all respects.

Date: January 10, 2026
Place: Hyderabad

By Order of the Board of Directors

Registered Office: #8-2-269/S/43, Plot No. 43
Sagar Co-operative Housing Society
Banjara Hills, Road No. 2
Hyderabad – 500034

Sd/-
Yadamakanti Madhusudhan Reddy
Managing Director
DIN: 02874260



Notes:

1. According to MCA Circulars, SEBI Circulars with respect to Extra-ordinary General Meeting of the Company and in compliance with requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations) the Extra-ordinary General Meeting ("EGM") of the Company is being held through VC / OAVM on Monday, February 9, 2026 at 4:00 P.M. (IST). The proceedings of the EGM deemed to be conducted at the Registered Office of the Company.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Businesses mentioned in the Notice of this Extra- Ordinary General Meeting ("EGM / Meeting") is annexed hereto.
3. In compliance of Section 20 of the Companies Act, 2013 and further to the aforesaid MCA Circulars and SEBI Circulars, the Notice of the Extra-ordinary General Meeting is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice for the Extra-ordinary General Meeting shall also be available on the Company's website: <https://vilinbio.com/> website of the National Stock Exchange: <https://www.nseindia.com> and on the website of CDSL: <https://www.evotingindia.com>
4. Since this EGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of the Members has been dispensed with and there is no provision for the appointment of Proxies. Accordingly, there is no facility for appointment of Proxies by the Members under Section 105 of the Companies Act, 2013. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint Authorised Representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through E-Voting.
5. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all the communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
6. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended E-Voting Facility for its members to enable them to cast their votes electronically on the Resolutions set forth in this Notice. The period of Remote E-Voting before the EGM commences on Thursday, February 5, 2026 (9:00 A.M. IST) and ends on Sunday, February 8, 2026 (5:00 P.M. IST). The Voting Rights of the Shareholders shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the Cut-off Date i.e. Monday, February 2, 2026.

7. Any person who becomes a Member of the Company after sending the Notice and holding Shares as on the Cut-off Date (February 2, 2026) may obtain the login and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a Member is already registered with CDSL for Remote E-Voting then he/she can use his/her existing user-id and password for casting the Vote.
8. The Company has appointed Mr. Kashinath Sahu, Practicing Company Secretary (CP No. 4807) to act as the Scrutinizer to scrutinize the E-Voting Process in a fair and transparent manner and Mr. Kashinath Sahu has communicated his willingness to be appointed and be available for the purpose.
9. The Scrutinizer shall, immediately after the conclusion of the E-Voting at the EGM, first count the Votes cast through the E-Voting during the Meeting and thereafter unblock the Votes cast through the Remote E-Voting before the EGM in presence of at least two witnesses who are not in the employment of the Company, and make a Consolidated Scrutinizer's Report of the Total Votes cast in favour or against, if any, and submit the same to the Chairperson.
10. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.
11. In line with the applicable circulars at least 1000 Members will be able to join the EGM on a first-come-first-served basis. However, the Large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come-first-served principle.
12. Members seeking or requiring any clarification or information in respect of any matter to be placed at the EGM may send their requests to the Company by Thursday, February 5, 2026 5:00 P.M. (IST) at cs@vilinbiomed.co.in
13. In case of Joint-holders, the Member whose name appears as the First Holder in the order of names as per the Register of Members of the Company will be entitled to Vote.
14. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are required to send the signed and scanned copy of its Board or Governing Body Resolution / Authorisation etc. authorising its Representative to attend the EGM through VC/OAVM on its behalf and to vote either through the Remote E-Voting or during the EGM together with attested specimen signature(s) of the duly Authorised Representative(s). The said Resolution / Authorization shall be sent through registered e-mail ids to the Company at cs@vilinbiomed.co.in.
15. As per the provisions of Section 72 of the Act, the facility for making the Nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their

Nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP), in case the shares are held in dematerialized form.

16. Members who wish to be registered as Speaker for the Extra-ordinary General Meeting, shall send request for registration as Speaker, from their registered E-mail address, mentioning their Name, DP-ID and Client-ID Number / Folio Number and Mobile Number, to reach the Company's E-mail address at cs@vilinbiomed.co.in before 5:00 P.M. (IST) on Thursday, February 5, 2026. Such questions by the Members shall be suitably replied by the Company.
17. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.
18. Members may please note that SEBI has made PAN the Sole Identification Number for all the participants transacting in the Securities Market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Shareholder(s) (ii) Transmission of Shares to the Legal Heir(s) and (iii) Transposition of Shares. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participant(s).
19. Any persons, who acquires Shares of the Company and becomes Member of the Company, after dispatch of the Notice and holding Shares as of the Cut-off date i.e. Monday, February 2, 2026 may obtain the Login ID and Password by sending a request at Issuer / RTA.
20. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date only shall be entitled to attend the EGM.
21. A Member may participate in the EGM even after exercising his Right to Vote through Remote E-Voting but shall not be allowed to vote again at the Venue Voting.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The Remote E-Voting Period begins on Thursday, February 5, 2026 at 9:00 A.M. and ends on Sunday, February 8, 2026 at 5:00 P.M. The Remote E-Voting Module shall be disabled by CDSL for Voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Record Date (Cut-off date) i.e. Monday, February 2, 2026 may cast their votes electronically. The Voting Right of the Shareholders shall be in proportion to their share in the Paid-up Equity Share Capital of the Company, on the Cut-off date being Monday, February 2, 2026.

//

Shareholders who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting.

Login method for E-Voting and Joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode:

Pursuant to the SEBI Circular 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 cast their vote through their Demat Account maintained with the Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail in their Demat Accounts in order to access the E-Voting Facility. Pursuant to the above said SEBI Circular, Login method for E-Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat mode CDSL / NSDL is given below:



Type of Shareholders	Login Method
Individual Shareholders Holding Securities in Demat Mode with CDSL	<ol style="list-style-type: none"> 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 the Users to login is https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System MYEASI. After successful login to the EASI / EASIEST User will be able to see the E-Voting option for eligible Companies where the E-Voting is in progress as per the information provided by Company. On clicking the E-Voting 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. If the User is not registered for the EASI / EASIEST, option to register is available at the following link: https://web.cdslindia.com/myeasitoken/home/login Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on www.cdslindia.com home page. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the User will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all the E-Voting Service Providers.

<p>Individual Shareholders Holding Securities in Demat Mode with NSDL</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evoting_login.jsp You will have to enter your 8-digit DP ID, 8-digit Client ID PAN, Verification Code and generate OTP. Enter the OTP received on registered e-mail id / mobile number and click on login. 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 i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the Remote E-Voting period. 2. Existing IDeAS user can visit the E-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-Voting Services under Value added 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 i.e. NSDL and you will be re-directed to E-Voting website of NSDL for casting your vote during the Remote E-Voting period or joining Virtual Meeting and voting during the Meeting. 3. If you are not registered for IDeAS E-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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
---	--

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 i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the Remote E-Voting period or joining Virtual Meeting and voting during the Meeting.

5. Shareholders/Members can also download NSDL Mobile App "NSDL Speed" facility by scanning the QR code mentioned below for seamless Voting experience.

NSDL Mobile App is available on



- d. Next enter the 'Image Verification' as displayed and Click on Login.
- e. If you are holding Shares in Demat form and had logged onto www.evotingindia.com and had voted on an earlier E-Voting of any Company, then your existing password is to be used.
- f. If you are a first-time user, follow the steps given below:

For Physical Shareholders and other than Individual Shareholders holding Shares in Demat Form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department(Applicable for both Demat Shareholders as well as Physical Shareholders) 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
Dividend Bank Details or Date of Birth(DOB)	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. 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.

- a. After entering these details appropriately, click on 'SUBMIT' tab.
- b. 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 Account Holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that the 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.
- c. For Shareholders holding Shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- d. Click on the EVSN of the relevant Company (VILIN BIO MED LIMITED) on which you choose to vote.
- e. 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.
- f. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.

- g. 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.
- Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
 - You can also take a print of the votes cast by clicking on 'Click here to Print' option on the Voting Page.
 - 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.

Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to the website: 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 mailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 to send the relevant Board Resolution / Authority Letter, etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: cs@vilinebiomed.co.in if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for Voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited (CDSL), Wing - A, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542 / 43.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the CDSL E-Voting System. Members may access by following the steps mentioned above for Access to CDSL E-Voting System. After successful login, you can see link of "VC/OAVM Link" placed under "Join General Meeting" menu against the Company Name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for E-Voting or have forgotten the User ID and Password may retrieve the same by following the Remote E-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. 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.

Date: January 10, 2026

Place: Hyderabad

By Order of the Board of Directors

Registered Office: #8-2-269/S/43, Plot No. 43
Sagar Co-operative Housing Society
Banjara Hills, Road No. 2
Hyderabad – 500034

Sd/-
Yadamakanti Madhusudhan Reddy
Managing Director
DIN: 02874260

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out all the material facts relating to the Special Business mentioned at the said Item of the accompanying Notice dated January 10, 2026.

Item No. 1:

Considering the overall Business Growth, Future Expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of Equity. It is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013.

The present Authorised Share Capital stands at Rs.15,00,00,000/- (Rupees Fifteen Crores Only) and it is proposed to increase the Authorised Share Capital from Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs10/- (Rupees Ten Only) each by creating additional 1,00,00,000 (One Crore Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

Pursuant to Section 61 of the Companies Act, 2013 increase of Authorised Share Capital requires the approval of the Members by way of Ordinary Resolution. Further the alteration of Authorised Share Capital requires modification of the Capital Clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The Board recommends the said Resolution No. 1 to be passed as an Ordinary Resolution.

None of the Directors, Managers, Key Managerial Personnel, and Relatives of the Directors, Managers, Key Managerial Personnel is interested or concerned either directly or indirectly in the above resolution except to the extent of their Shareholding in the Company.

Item No. 2:

The Board of Directors of the Company ("the Board") at its Meeting held on January 10, 2026 subject to the approval of the Members by way of passing Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance up to 13,00,000 (Thirteen Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only), at the Price of Rs.26/- (Rupees Twenty Six Only) including Premium of Rs.16/- (Rupees Sixteen Only) Per Share, each payable in cash, aggregating up to consideration, not exceeding an amount of Rs.3,38,00,000/- (Rupees Three Crores Thirty Eight Lakhs Only) to the Specified Investors being Non-Promoters on

The Equity Shares of the Company are listed on the National Stock Exchange (NSE) and are frequently traded in accordance with the Regulation 164 of the ICDR Regulations. The Floor Price of Rs.23.51/- is determined as per the Pricing Formula prescribed under the SEBI ICDR Regulations for the Preferential Issue of Equity Shares and it is higher of the following:

- 90 Trading Days Volume Weighted Average of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date: Rs.23.51/- Per Share
- 10 Trading Days Volume Weighted Average of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date: Rs.22.59/- Per Share

The Board proposes to issue the Equity Shares at a Price of Rs.26/- (Rupees Twenty Six Only) Per Equity Share, which is not less than the Floor Price determined in accordance with the SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc. The Valuation Report is placed on the website of the Company at <https://vilinbio.com/extra-ordinary-general-meeting/>

5. Relevant Date with reference to which the Price has been arrived:

The Relevant Date as per the ICDR Regulations for the determination of the minimum price for the Equity Shares to be issued is fixed as Saturday, January 10, 2026 i.e. 30 days prior to the date of this Extra-ordinary General Meeting.

6. The Class or Classes of Persons to whom the Allotment is proposed to be made:

The proposed Preferential Issue of Equity Shares is made to the persons / entities belonging to the Non-Promoters Category.

7. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management of the Issuer to subscribe to the Offer:

None of the existing Directors, Promoters or Key Managerial Personnel or Senior Management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

8. The change in Control, if any, in the Company that would occur consequent to the Preferential Offer:

The proposed Preferential Offer of the Equity Shares will not result in any change in the Management and Control of the Company.

9. Time frame within which the Preferential Allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the Shareholders in Extra-ordinary General Meeting, provided that

where any approval or permission by any Regulatory Authority or the Central Government or the Stock Exchange is pending, the Allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding Pattern before and after Preferential Issue would be as follows:

Please refer Annexure – A to this Notice for details.

11. Consequential Changes in the Voting Rights:

The Voting Rights will change according to the change in the Shareholding Pattern, mentioned above.

12. Identity of the Natural Persons who are the Ultimate Beneficial Owners of the Shares proposed to be Allotted and / or who ultimately control the proposed Allottees, the percentage of Post-Preferential Issues that may be held by them and change in control if any in the Issuer consequent to the Preferential Issues:

The Equity Shares are proposed to be allotted to the persons belonging to the Non-Promoters of the Company. No change in Control or Management of the Company is contemplated consequent to the proposed Preferential Issue. The Pre and Post-Issue holding of the Proposed Allottees are as under:

Name of the Proposed Allottees	Category	Present Pre-Issue Shareholding		Post-Issue Shareholding		Name of the Ultimate Beneficial Owner	Change in Control, if any
		Pre-Issue Holding	% of Total Equity Capital	Post-Issue Holding	% of Total Equity Capital		
AMN Ventures LLP	Non-Promoter	-	-	6,30,000	4.13	1. Naga Nandini Potukunchi 2. Murali Mohanrao Potukunchi	No Change
Enspire Institute of Professional Studies LLP	Non-Promoter	-	-	6,70,000	4.39	1. Yallapragada Sai Praveen Kumar 2. Suresh Mandava	No Change
				13,00,000			

** Assuming Full Allotment*

13. Current and Proposed status of the Allottees Post-Preferential Issue namely, Promoter or Non-Promoter:

SI No	Name of the Proposed Allottees	Current Status of the Allottees (Promoter / Non-Promoter)	Proposed Status of the Allottees Post-Preferential Issue
1	AMN Ventures LLP	Not Applicable	Non – Promoter
2	Enspire Institute of Professional Studies LLP	Not Applicable	Non – Promoter

14. The number of persons to whom allotment through Preferential Issue have already been made during the year in terms of number of Securities as well as Price:

No Preferential Allotment has been made to any person during the year during the Financial Year 2025-2026.

15. The justification for the Allotment proposed to be made for consideration other than Cash together with the Valuation Report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

16. Undertakings:

- I. The Issuer Company undertakes that they shall re-compute the Price of Specified Securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- II. The Issuer Company undertakes that if the amount payable on account of the re-computation of the Price is not paid, within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the Specified Securities shall continue to be locked-in till the time such amount is paid by the Allottees.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018:

Disclosure is not applicable in the present case as neither the Company nor its Promoters / Directors are Wilful Defaulters or Fraudulent Borrower.

18. Name and Address of the Valuer who performed Valuation:

Name	Mr. A N Gawade
Address	#7, Saraswati Heights, Deccan Gymkhana, Pune – 411004
Registration No.	IBBI/RV/05/2019/10746

19. Company Secretary's Certificate:

The Certificate from Mr. Kashinath Sahu, Practicing Company Secretary (CP No. 4807) certifying that the said Preferential Issue is being made in accordance with the requirements in the SEBI ICDR Regulations, and shall be made available for inspection by the Members during the Meeting and will also be made available on the Company's website at <https://vilinbio.com/extra-ordinary-general-meeting/>

20. Lock-in Period:

The aforesaid allotment of the Equity Shares on Preferential Basis shall be locked-in as per Regulation 167 of Chapter-V of the SEBI (ICDR) Regulations, 2018, as amended. The entire Pre-Preferential Allotment Shareholding of the Allottees, if any, shall be locked-in as per the Regulation 167(6) of Chapter-V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares:

Issue and Allotment of 13,00,000 (Thirteen Lakhs Only) Equity Shares at the Price of Rs.26/- Per Share (Face Value of Rs.10/- Per Share and Premium of Rs.16/- Per Share) on Preferential Allotment Basis for Cash Consideration. The Equity Shares allotted in terms of this Resolution shall rank pari-passu with the existing Equity Shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither Company nor its Promoters and Directors are Wilful Defaulters nor Fraudulent Borrowers as defined under the SEBI (ICDR) Regulations, 2018 and none of its Directors or Promoters are Fugitive Economic Offenders as defined under the SEBI (ICDR) Regulations, 2018. Hence, providing Disclosures specified in the Schedule-VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the Offer, Securities Offered and Price of the Securities, including the date of passing of Board Resolution:

Issue of 13,00,000 (Thirteen Lakhs Only) Equity Shares of Face Value of Rs.10/- (Rupees Ten) each at an Issue Price of Rs.26/- (Rupees Twenty Six Only) each including Premium of Rs.16/- (Rupees Sixteen Only) each on Preferential Basis for Cash consideration. Date of passing Board Resolution for the aforesaid Preferential Issue is January 10, 2026.

24. Amount which the Company intends to raise by way of such Securities:

The Company intends to raise Rs.3,38,00,000/- (Rupees Three Crores Thirty Eight Lakhs Only) by way of Preferential Issue of 13,00,000 (Thirteen Lakhs Only) Equity Shares.

25. Contribution being made by the Promoters or Directors either as part of the Offer or separately in furtherance of Objects:

No contribution is being made by the existing Promoters or Directors either as part of the Offer or separately in furtherance of Objects.

26. Principle terms of Assets charged as Securities:

Not Applicable

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable Rules thereto, and relevant provisions of the SEBI ICDR Regulations, the approval of the Members for Issue of Equity Shares to the Investors is being sought by way of Special Resolution as set out in the said Item No. 2 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and therefore, recommends the Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel or their Relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this Notice except and to the extent of their Shareholding in the Company. The documents referred to in the Notice / Explanatory Statement will be available for inspection by the Members of the Company as per applicable Laws.

Annexure – A

SI No	Shareholders Category	Pre-Issue Shareholding (As on December 31, 2025)		Post-Issue Shareholding (Adjusted for Preferential Allotment)	
		Number of Shares	% Holding	Number of Shares	% Holding
A	<u>Promoters Shareholding</u>				
1	Indian Promoters				
	- Individuals	88,79,491	63.65	88,79,491	58.23
	Sub-Total	88,79,491	63.65	88,79,491	58.23
2	Foreign Promoters				
	- Individuals / HUF	-	-	-	-
	- Bodies Corporate	-	-	-	-
	Sub-Total	-	-	-	-
	Total Promoters Holding	88,79,491	63.65	88,79,491	58.23
B	<u>Public Shareholding</u>				
1	Institutional Investors	-	-	-	-
2	<u>Non-Institutional Investors</u>				
	- Individuals / HUF	49,10,509	35.20	49,10,509	32.20
	- Bodies Corporate	92,000	0.66	13,92,000	9.13
	- Foreign Company	-	-	-	-
	- NRIs	68,000	0.49	68,000	0.44
	Sub-Total	50,70,509	36.35	63,70,509	41.77
	Grand Total	1,39,50,000	100.00	1,52,50,000	100.00