NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the Members of M/s Vilin Bio Med Limited ("the Company") will be held on Wednesday, September 2nd, 2026 at 3:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact following business mentioned below:

Ordinary Business

1. **To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Board's Report and Auditors' Report thereon**

   To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026 including Balance Sheet as on March 31, 2026 and Statement of Profit and Loss Accounts along with Cash Flow Statements for the year ended March 31, 2026 and Report of the Directors and Auditors thereon of the Company for the Financial Year ended March 31, 2026 be received, approved and adopted."

2. **To appoint a Director in place of Ms. Prasanna Lakshmi Venna (DIN: 10862263), who retires by rotation at this Annual General Meeting, in terms of Section 152 of the Companies Act, 2013 and being eligible, has offered herself for re-appointment**

   To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Prasanna Lakshmi Venna (DIN: 10862263) who retires by rotation at this meeting, and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company."

Special Business

3. **Approval to borrow Monies in Excess of Paid-up Capital and Free Reserves under Section 180(1)(c) of the Companies Act, 2013**

   To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 ("the Act"), including any statutory modification(s) or re-enactment(s) thereof, Consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow monies, from time to time, whether secured or unsecured, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate of the Paid-up Share Capital, Free Reserves, and Securities Premium of the Company, provided that the total amount borrowed shall not exceed ₹100 Crores (Rupees One Hundred Crores only)."

   "**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to negotiate, finalise, and execute all necessary agreements, deeds, documents, and writings, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this Resolution."

4. **Approval to Create Charge / Security on Company Assets under Section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ("the Act"), including any statutory modification(s) or re-enactment(s) thereof, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to Mortgage, Hypothecate, Pledge, Charge, or otherwise create security interest on all or any of the movable and/or immovable properties of the Company, both present and future, and/or the whole or any part of the undertaking(s) of the Company, in favour of Banks, Financial Institutions, Non-Banking Financial Companies, or any other lenders, for securing borrowings up to an aggregate sum of ₹100 Crores (Rupees One Hundred Crores only), together with Interest, Costs, Charges, and Expenses payable in respect thereof."

"**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to negotiate, finalise, and execute all necessary agreements, deeds, documents, and writings, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this Resolution."

5. **Approval for Loans, Investments, Guarantees and Securities under Sections 185 and 186 of the Companies Act, 2013**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Sections 185 and 186 of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, Consent of the Members be and is hereby accorded to the Board of Directors of the Company to (i) give loans to, (ii) give guarantees or provide security in connection with loans taken by, and (iii) make investments in Shares, Debentures, or other Securities of any Body Corporate, including Subsidiaries, Associates, Joint Ventures, or any other person(s), up to an aggregate limit of ₹100 Crores (Rupees One Hundred Crores only), provided that such transactions are in compliance with the provisions of the Act and carried out at Arm's Length and in the ordinary course of business."

"**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to negotiate, finalise, and execute all necessary agreements, deeds, documents, and writings, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this Resolution."

6. **Appointment of M/s Pawan Jain & Associates as Secretarial Auditors of the Company**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, Consent of the Members be and is hereby accorded for the appointment of

M/s Pawan Jain & Associates, Practicing Company Secretaries (FRN: S2020TL762000), as the Secretarial Auditors of the Company, for a period of five consecutive Financial Years i.e. from 2026-2027 to 2030-2031, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors of the Company."

"**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to negotiate, finalise, and execute all necessary agreements, deeds, documents, and writings, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this Resolution."

7. Approval of Material Related Party Transaction to be entered M/s Vilo Speciality Pharma Private Limited (Wholly Owned Subsidiary)

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulations 23(4), 2(1)(zc) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the applicable provisions of the Companies Act, 2013 ("the Act"), read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy on Related Party Transactions of the Company, and based on the prior approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing Contract(s) / Arrangement(s) / Transaction(s) and / or enter into and / or execute new Contract(s) / Arrangement(s) / Transaction(s) (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Explanatory Statement to the Notice, with M/s Vilo Speciality Pharma Private Limited ("VSPPL") Related Party of the Company under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and VSPPL, for an aggregate value up to ₹ 50 Crores (Rupees Fifty Crores) inter alia, for Sale / Purchase of Goods and Advances, if any, and other transactions for the purpose of business, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier Arrangements / transactions or as fresh and independent transaction(s) or otherwise as may be mutually agreed upon between the Company and VSPPL to be entered during the Financial Year 2026-2027, subject to such Contract(s) / Arrangement(s) / Transaction(s) being carried out at Arm's Length and in the ordinary course of business of the Company."

"**RESOLVED FURTHER THAT** the Board (including its Committees thereof), be and is hereby authorised to sign and execute all such documents, Contracts, agreements, deeds and writings and to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including Contract(s), Agreement(s) and such other documents in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"**RESOLVED FURTHER THAT** the Board (including its Committees thereof), be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director, Committee or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid Resolution."

"**RESOLVED FURTHER THAT** all actions taken by the Board (including its Committees thereof), or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing Resolution, be and are hereby approved, ratified and confirmed in all respects."

8. Approval of Material Related Party Transaction to be entered into with M/s Axia Pharma Private Limited (Wholly Owned Subsidiary)

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulations 23(4), 2(1)(zc) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the applicable provisions of the Companies Act, 2013 ("the Act"), read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy on Related Party Transactions of the Company, and based on the prior approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing Contract(s) / Arrangement(s) / Transaction(s) and / or enter into and / or execute new Contract(s) / Arrangement(s) / Transaction(s) (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Explanatory Statement to the Notice, with M/s Axia Pharma Private Limited ("APPL") Related Party of the Company under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and VSPPL, for an aggregate value up to ₹ 50 Crores (Rupees Fifty Crores) inter alia, for Sale / Purchase of Goods and Advances, if any, and other transactions for the purpose of business, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier Arrangements / transactions or as fresh and independent transaction(s) or otherwise as may be mutually agreed upon between the Company and APPL to be entered during the Financial Year 2026-2027, subject to such Contract(s) / Arrangement(s) / Transaction(s) being carried out at Arm's Length and in the ordinary course of business of the Company."

"**RESOLVED FURTHER THAT** the Board (including its Committees thereof), be and is hereby authorised to sign and execute all such documents, Contracts, agreements, deeds and writings and to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including Contract(s), Agreement(s) and such other documents in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"**RESOLVED FURTHER THAT** the Board (including its Committees thereof), be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director, Committee or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid Resolution."

"**RESOLVED FURTHER THAT** all actions taken by the Board (including its Committees thereof), or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing Resolution, be and are hereby approved, ratified and confirmed in all respects."

9. **Disclosure of Material Related Party Transactions for FY 2025–2026:**

   To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the disclosure of Material Related Party Transactions of the Company with M/s Sunaxa Pharma Private Limited (Formerly, M/s Sunaxa Pharma LLP) and M/s Spectrogen Pharmachem Limited for the Financial Year 2025–2026, as placed before the Members, be and is hereby noted."

   "**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to sign, execute, and deliver all necessary documents, agreements, and writings, and to do all acts, deeds, matters, and things as may be necessary to give effect to this noting."

By Order of the Board
For Vilin Bio Med Limited

Date: August 10, 2026
Place: Hyderabad

Sd/-
CS Neha Lahoti
Company Secretary and Compliance Officer

NOTES

1. The details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") entered with the Stock Exchanges and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment / re-appointment at this Annual General Meeting is annexed.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the business under Items Nos. 3 to 9 of the accompanying Notice are annexed hereto.

3. The Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020, September 25, 2023, September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') Facility or Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Saturday, August 29, 2026 at 3:00 P.M. (IST). The Registered Office of the Company shall be deemed to be the venue for the AGM.

   In line with the MCA and SEBI Circulars and the latest SEBI Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of the AGM along with the Annual Report 2025-2026 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. In compliance of Section 20 of the Companies Act, 2013 and further to the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 20th Annual General Meeting along with the Annual Report 2025-2026 is being sent only through electronic mode to the Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and the Annual Report 2025-2026 will also be available on the Company's website: https://vilinbio.com/ and website of the Stock Exchange i.e., National Stock Exchange Limited: https://www.nseindia.com, and on the website of Bigshare Services

4. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address to receive all communications including Annual Report, Notices, Circulars etc. from the Company electronically.

5. 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 held pursuant to the MCA Circulars and SEBI 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, Attendance Slip and Route Map are not annexed to this Notice.

6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate Members intending to authorise their Representatives to participate and vote at the AGM are requested to upload a copy of the Board Resolution/Authorisation Letter on the E-Voting Portal or send to the Company at cs@vilinbiomed.co.in

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, transfers shall be effected only in dematerialized form. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated Listed Companies to issue Securities in demat form only while processing any Investor Service Requests viz. Issue of Duplicate Securities Certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of Securities certificate, endorsement, subdivision/splitting of Securities certificate, consolidation of Securities Certificates / Folios, Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

8. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail Address, Telephone / Mobile Numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc. to their Depository Participants ("DPs") in case the Shares are held in Electronic Form and Registrar / RTA in case the Shares are held in Physical Form.

   a. Registration of E-mail for Shareholders holding Physical Shares: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to the website: www.bigshareonline.com and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile the details, an OTP will be received by the Member which needs to be entered in the link for verification. For Permanent Registration for Demat Shareholders: It is clarified that for permanent registration of E-mail address, Members are requested to register their E-mail address, in respect of Demat holdings with the respective Depository Participant (DP) by follow the procedure as prescribed by the Depository Participant.

   b. For Temporary Registration for Demat Shareholders: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the

Registrar, by referring to their website: www.bigshareonline.com and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail.

c. Registration of Bank Details for Physical Shareholders: Members holding Shares in Physical Form and who have not registered their Bank details can get the same registered with the Registrar, by clicking the www.bigShareonline.com and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, E-mail, along with the copy of the Cheque Leaf with the First Named Member as mentioned on the Cheque Leaf containing Bank Name and Branch, Type of Account, Bank Account Number, MICR Details and IFSC code in PDF or JPEG format. It is very important that the Member should submit the request letter duly signed. The Registrar will verify the documents upload and will only take on records for all valid cases. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

9. The Register of Members and Share Transfer Books of the Company will remain closed from August 26, 2026 to September 2, 2026 (both days inclusive).

10. Nomination: Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.

11. Consolidation of Physical Share Certificates: Members holding Shares in Physical Form, in identical order of Names, in more than One Folio are requested to send to the Company or Registrar, the details of such Folios together with the Share Certificates for consolidating their holdings in One Folio. A Consolidated Share Certificate will be issued to such Members after making requisite changes.

12. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its Members to cast their vote electronically, through E-Voting Services provided by Bigshare I-Vote E-Voting System on all the Resolutions set forth in this Notice. Members who have cast their Votes by Remote E-Voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their Vote on such Resolutions again. The manner and process of E-Voting remotely by Members is provided in the instructions for E-Voting which forms part of this Notice.

13. 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 for dispatch of Notice and Annual Report i.e. August 7, 2026 will only be entitled for receipt of Annual Report.

14. The Voting Rights of the Shareholders for Voting through Remote E-Voting at the AGM shall be in proportion to their Share of the Paid-up Equity Shares of the Company as on August 26, 2026 **(Cut-off Date)**. 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 avail the facility of Remote E-Voting or of Voting at the AGM and who is not a Member as on the Cut-off Date shall treat this Notice for information purposes only.

15. The Remote E-Voting Period will commence on Sunday, **August 30, 2026 (IST 9:00 A.M.) and will end on Tuesday, September 1, 2026 (IST 5:00 P.M.)**. During this period, Members of the Company holding Shares in Dematerialised form, as on the Cut-off Date i.e., on **August 26, 2026 ('Cut-off Date')** shall be entitled to cast their vote by Remote E-Voting. Once the Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

16. The facility for Voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast 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 during the AGM.
17. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through Remote E-Voting.
18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their Name, Demat Account Number/Folio Number, E-mail, Mobile Number at cs@vilinbiomed.co.in on or before August 26, 2026. The same will be replied by the Company suitably.
19. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through Remote E-Voting.
20. The Board of Directors has appointed Mr. Pawan Jain (M. No. 13589, COP: 23692), Practicing Company Secretary, Hyderabad as the Scrutinizer to scrutinize the Remote E-Voting Process and E-Voting during the AGM, in a fair and transparent manner.
21. The Scrutinizer shall immediately, after the conclusion of E-Voting at the AGM, first count the Votes Cast during the AGM, thereafter, unblock the Votes Cast through Remote E-Voting and make, not later than two working dates of conclusion of the AGM, Consolidated Scrutinizer's Report of the Total Votes Cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Website of the Company and on the Website of CDSL immediately. The results will also be communicated to NSE Limited, where the Shares of the Company are listed.
22. To prevent fraudulent transactions, Members are advised to exercise diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat Account(s) dormant for long. Periodic Statement of Holdings should be obtained from the concerned DPs and Holdings should be verified from time to time.
23. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

    i. Pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of the 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.

    ii. 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.

    iii. 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.

iv. In terms of 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 vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access E-Voting Facility.

Pursuant to above said SEBI Circular, Login Method for E-Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode is given below:

Type of Shareholders	**Login Method**
Individual Shareholders holding Securities in Demat Mode with CDSL	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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon and New System My Easi Tab and then use your existing My Easi username & password. 2) After successful login 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 'BIGSHARE' the E-Voting Service Provider and you will be re-directed to I-Vote website for casting your vote during the Remote E-Voting Period. Additionally, there is also links provided to access the system of all E-Voting Service Providers i.e. 'BIGSHARE', so that the user can visit the E-Voting Service Providers website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/registration/easiregistration 4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN from the following link https://e-voting.cdslindia.com/e-voting/e-votinglogin The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, 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 E-Voting Service Providers. Click on 'BIGSHARE' and you will be re-directed to I-Vote website for casting your vote during the Remote E-Voting period.
Individual Shareholders holding Securities in Demat Mode with NSDL	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.nsdl.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 'BIGSHARE' and you will be re-directed to I-Vote

	website for casting your vote during the Remote E-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.E-Voting.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 name 'BIGSHARE' and you will be redirected to I-Vote website for casting your vote during the Remote E-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/E-Voting/E-Votinglogin.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 email 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 with all E-Voting Service Providers. Click on 'BIGSHARE' and you will be re-directed to I-Vote (E-Voting website) for casting your vote during the Remote E-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding Securities in Demat Mode) login through their Depository Participants	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 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 E-Voting during the Meeting.

Important Note: Members who are unable to retrieve user-id / password, are advised to use Forgot 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.e-voting@cdslindia.com or contact at Toll Free No. 1800 22 55 33

Individual Shareholders holding Securities in Demat Mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.com or Call at 022- 48867000

1. Login method for E-Voting for Shareholder other than Individual Shareholders holding Shares in Demat Mode and Physical Mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on 'LOGIN' button under the 'INVESTOR LOGIN' section to login on E-Voting Platform.
- Please enter your 'USER ID' (User-id description is given below) and 'PASSWORD' which is shared separately on you registered e-mail id.
    - *Shareholders holding Shares in CDSL Demat Account should enter 16 Digit Beneficiary ID as user-id.*
    - *Shareholders holding Shares in NSDL Demat Account should enter 8 Character DP ID followed by 8 Digit Client ID as user-id.*
    - *Shareholders holding Shares in Physical Form should enter Event Number + Folio Number registered with the Company as user-id.*

Note: If you have not received any user-id or password, please send an e-mail from your registered e-mail id or contact I-Vote Helpdesk Team. (E-mail id and Contact Number are mentioned in Helpdesk section).

- Click on 'I AM NOT A ROBOT (CAPTCHA)' option and login.

  Note: If Shareholders are holding Shares in Demat form and have registered on to E-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any Company, then they can use their existing user-id and password to login.

    - *If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on "Forgot your password"*
    - *Enter user-id and registered e-mail id*
    - *Click on 'I AM NOT A ROBOT (CAPTCHA)' option and click on 'Reset'*

  (In case a Shareholder is having valid e-mail address, the password will be sent to the registered e-mail address).

Voting Method for Shareholders on I-Vote E-Voting Portal:

- After successful login, "Bigshare E-Voting System" page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on Investor Portal.
- Select the Event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote, you will receive confirmation message on display screen and also you will receive an e-mail on your registered e-mail id. During the Voting Period, Members can login any number of times till they have voted on the Resolution(s). Once vote on a Resolution is casted, it cannot be changed subsequently.

- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on Investor Portal.

Custodian Registration Process for I-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "REGISTER" under "CUSTODIAN LOGIN" to register yourself on the Bigshare I-Vote E-Voting Platform.
- Enter all required details and submit.
- After successful registration, message will be displayed with "User id and Password will be sent via e-mail on your registered e-mail id"
  Note: If Custodian have registered on to E-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any Company, then they can use their existing user id and password to login.
- If you have forgotten the password: Click on "LOGIN" under "CUSTODIAN LOGIN" tab and further click on 'Forgot your password?'
- Enter user id and registered e-mail id.
- Click on "I AM NOT A ROBOT (CAPTCHA)" option and click on "RESET".
  (In case the Custodian is having valid e-mail address, password will be sent to their registered e-mail address).

Voting method for Custodian on I-Vote E-Voting Portal:

- After successful login, "Bigshare E-Voting System" page will appear.

Investor Mapping:

- First, you need to map the Investor with your user id under "DOCUMENTS" option on $.
- Click on "DOCUMENT TYPE" dropdown option and select document type Power of Attorney (POA).
- Click on upload document "CHOOSE FILE" and upload the Power of Attorney (POA) or Board Resolution for respective investor and click on "UPLOAD".
- Note: The Power of Attorney (POA) or Board Resolution has to be named as the "InvestorID.pdf" (Mention Demat Account Number as Investor ID.)
- Your Investor is now mapped and you can check the file status on display.

Investor Vote File Upload:

- To cast your vote, select "VOTE FILE UPLOAD" option from left hand side menu on Custodian Portal.
- Select the Event under dropdown option.
- Download sample Voting File and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once Vote on a Resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on Custodian Portal.

Helpdesk for queries regarding E-Voting:

Login Type	**Helpdesk Details**
Shareholder other than Individual Shareholders holding Shares in Demat Mode and Physical Mode.	In case Shareholders/ investor have any queries regarding E-Voting, you may refer the Frequently Asked Questions ('FAQs') and I-Vote E-Voting Module available at https://ivote.bigshareonline.com, under download section or

	you can email us to ivote@bigshareonline.com or Call us at: 022-62638338

Procedure for Joining the AGM/EGM through VC/ OAVM:

For Shareholder other than Individual Shareholders holding Shares in Demat Mode and Physical Mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the E-Voting Credentials (i.e. User id and Password).
- After successful login, "Bigshare E-Voting System" page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on Investor Portal.
- Select the Event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining Virtual Meeting, you need to click on "VOTE NOW", "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013.

The Instructions for Members for E-Voting on the day of the AGM/EGM are as under:

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting. The procedure for E-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote E-Voting.
- Only those Members/Shareholders, who will be present in the AGM/EGM 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 in the AGM/EGM.
- Members who have voted through Remote E-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding Virtual Meeting:

In case Shareholders / Investor have any queries regarding Virtual Meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section, or you can email us to ivote@bigshareonline.com or Call us at: 1800 22 54 22 / 022-62638338

By Order of the Board
For Vilin Bio Med Limited

Date: August 10, 2026
Place: Hyderabad

Sd/-
CS Neha Lahoti
Company Secretary and Compliance Officer

EXPLANATORY STATEMENT

THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Company's growth plans, including expansion of Production Capacity, Investment in Research and Development, and strengthening of distribution networks, may require borrowings that exceed the limits prescribed under Section 180(1)(c) of the Companies Act, 2013.

This Section restricts the Board from borrowing monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the Paid-up Share Capital, Free Reserves, and Securities Premium, unless approved by the Members through a Special Resolution.

Approval of Members is therefore sought to empower the Board to borrow up to ₹100 Crores. This limit will provide sufficient flexibility to meet both Short-Term Working Capital requirements and Long-Term Strategic Investments.

The Board assures Members that borrowings will be prudently managed, aligned with the Company's Cash flows, and deployed for productive purposes. The Board recommends passing of this Resolution to strengthen the Company's financial capacity and support its growth trajectory.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Special Resolution as set out at Item No. 3 of this Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the Resolution set out at Item No. 3 of the accompanying Notice.

Item No. 4:

The Company may, from time to time, be required to raise funds for Working Capital requirements, expansion of Manufacturing Facilities, Acquisition of New Assets, Diversification into New Product Lines, or other General Corporate Purposes. To secure such borrowings, lenders typically require the Company to create Mortgages, Hypothecation, Pledges, or Charges over its Movable and Immovable Properties.

Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors cannot, without the consent of the Members by way of a Special Resolution, sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or create security interests over such Assets.

The proposed limit of ₹100 Crores is considered adequate to meet the Company's foreseeable financing needs in the near future. This authorisation will provide flexibility to the Board to negotiate and finalise terms with banks, financial institutions, and other lenders without requiring repeated Shareholder approvals.

The Board recommends passing of this Resolution as it is in the best interest of the Company to ensure uninterrupted access to funding and smooth execution of Strategic Initiatives.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Special Resolution as set out at Item No. 4 of this Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the Resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5:

In the course of business, the Company may need to provide Loans, Guarantees, Securities, or make Investments in Subsidiaries, Associates, Joint Ventures, or other Bodies Corporate. Such transactions are often necessary to support group operations, facilitate strategic partnerships, and ensure liquidity across the corporate structure.

Sections 185 and 186 of the Companies Act, 2013 regulate Inter-Corporate Loans, Guarantees, and Investments. While certain transactions are permitted in the ordinary course of business, any amounts exceeding prescribed limits require approval of Members by way of a Special Resolution.

Approval up to ₹100 Crores is sought to provide operational flexibility to the Board. This will enable the Company to extend financial support to its subsidiaries and associates, invest in new ventures, and provide guarantees or Securities where required, thereby strengthening the overall business ecosystem.

The Board assures Members that all such transactions will be carried out in compliance with the Act, at Arm's Length, and in the ordinary course of business. The Board recommends passing of this Resolution to empower the Company to pursue growth opportunities responsibly.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Special Resolution as set out at Item No. 5 of this Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the Resolution set out at Item No. 5 of the accompanying Notice.

Item No. 6:

Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every Listed Company to annex the Secretarial Audit Report with its Board's Report. The Secretarial Audit is an independent verification of compliance with applicable Laws, Rules, Regulations, and Guidelines, including the Companies Act, SEBI Regulations, and other Corporate Governance requirements.

The Board proposes the appointment of M/s Pawan Jain & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a consecutive period of 5 years from FY 2026-2027. Their expertise and professional standing will ensure that the Company's secretarial and compliance practices are thoroughly reviewed and reported upon.

This appointment will strengthen governance, enhance transparency, and provide assurance to stakeholders that the Company is adhering to the highest standards of regulatory compliance.

The Board recommends passing of this Resolution as it is essential for maintaining robust compliance systems and reinforcing Stakeholder confidence.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution as set out at Item No. 6 of this Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the Resolution set out at Item No. 6 of the accompanying Notice.

Item No. 7:

Vilo Speciality Pharma Private Limited ("VSPPL") is Wholly Owned Subsidiary of the Company, incorporated in July, 2026 and a Related Party of the Company under the provisions of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee has granted approval for entering into RPTs with M/s Vilo Speciality Pharma Private Limited, during the Financial Year 2026-2027, up to the aggregate values as set out in the Resolution at Item No. 7 of the accompanying Notice. The Audit Committee has noted that the said transactions will be on an Arm's Length Basis and in the ordinary course of business of the Company.

The proposed RPTs are necessary, normal and incidental to the business and also play a significant role in the Company's business operations and be considered as enabling resolution to achieve business objectives. These proposed RPTs are not prejudicial to the interest of the Public Shareholders.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution as set out at Item No. 7 of this Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the Resolution set out at Item No. 7 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 7 pursuant to the SEBI Circular SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is as follows:

Sl No	Particulars	Information provided by the Management
A (1)	**Basic Details of the Related Party**	
1	Name of the Related Party	Vilo Speciality Pharma Private Limited
2	Country of incorporation of the Related Party	India
3	Nature of business of the Related Party	Vilo Specialty Pharma Private Limited is engaged in the Manufacturing and Trading of Pharmaceutical Products
A (2)	**Relationship and Ownership of the Related Party**	
1	Relationship between the Listed Entity and the Related Party including nature of its concern (Financial or otherwise)	Subsidiary of M/s Vilin Bio Med Limited
2	Shareholding of the Listed Entity (whether direct or indirect), in the Related Party	100% (Wholly Owned Subsidiary)
3	Where the Related Party is a Partnership Firm or a Sole Proprietorship Concern or a Body Corporate without Share Capital, then Capital Contribution, if any, made by the Listed Entity	Not Applicable
4	Shareholding of the Related Party, whether direct or indirect, in the Listed Entity	Nil
A (3)	**Details of Previous Transactions with the Related Party**	
	Total amount of all the transactions undertaken by the Listed Entity with the Related Party during the last Financial Year 2025-2026	
1	Nature of Transactions:	Amount (₹ in Lakhs)
	Purchase of Pharmaceutical Products	Not Applicable

2	Total amount of all the transactions undertaken by the Listed Entity with the Related Party in the Current Financial Year up to the quarter immediately preceding the Quarter, in which the approval is sought	
	Nature of Transactions:	Amount (₹ in Lakhs)
	Purchase of Pharmaceutical Products	-
3	Any default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or Arrangement entered into with the Listed Entity during the last Financial Year	Not Applicable
A (4)	**Amount of the Proposed Transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the Meeting of the Audit Committee / Shareholders	Up to ₹50 Crores for Sale / Purchase of Pharmaceutical Products
2	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the Current Financial Year would render the proposed transaction a Material RPT?	Yes
3	Value of the proposed transactions as a percentage of the Listed Entity's Annual Turnover for the immediately preceding Financial Year	Not Applicable
4	Value of the proposed transactions as a percentage of Subsidiary's Annual Standalone Turnover for the immediately preceding Financial Year	Not Applicable
5	Value of the proposed transactions as a percentage of the Related Party's Annual Consolidated Turnover (If Consolidated Turnover is not available, calculation to be made on Standalone Turnover of Related Party) for the immediately preceding Financial Year, if available	Not Applicable
6	Financial Performance of the Related Party for the immediately preceding Financial Year	Not Applicable
A (5)	**Basic details of the Proposed Transaction**	
Sl No	**Particulars**	**Information provided by the Management**
1	Specific type of the Proposed Transaction (e.g. Sale of Goods / Services, Purchase of Goods / Services, Giving Loan, Borrowing etc.)	Up to ₹50 Crores for Sale / Purchase of Pharmaceutical Products
2	Details of each type of the Proposed Transaction	Sale / Purchase of Pharmaceutical Products
3	Tenure of the Proposed Transaction (tenure in number of years or months to be specified)	12 Months
4	Whether omnibus approval is being sought?	Yes
5	Value of the Proposed Transaction during a Financial Year (If the Proposed Transaction will be executed over more than one Financial	Not Applicable

	Year, provide estimated break-up year-wise)	
6	Justification as to why the RPT is in the interest of the Listed Entity	Both the Companies are engaged in the Trading of Pharmaceutical Products, as part of their ordinary course of business. Accordingly, the transactions between the Entities are operational in nature and are conducted on an Arm's Length Basis.
7	Names of the Promoters / Directors / Key Managerial Personnel of the Listed Entity who have interest in the transaction, whether directly or indirectly	None
8	A copy of the Valuation Report, if any, shall be placed before the Audit Committee.	None. The Company conducts transactions with Related Parties in its ordinary course of business at prices which are at Arm's Length basis.
9	Other information relevant for decision making	None
B (1)	**Disclosure only in case of transactions relating to Sale, Purchase or Supply of Goods or Services or any other similar business transaction and Trade Advances**	
Sl No	**Particulars**	**Information provided by the Management**
1	Bidding or other process, if any, applied for choosing a party for Sale, Purchase or Supply of Goods or Services	Not Applicable
2	Basis of determination of Price	Arm's Length Basis
3	In case of Trade Advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating	As Per General Pricing Terms
4	Any other information that may be relevant	None

Item No. 8:

Axia Pharma Private Limited ("APPL") is Wholly Owned Subsidiary of the Company, incorporated in July, 2026 and a Related Party of the Company under the provisions of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee has granted approval for entering into RPTs with M/s Axia Pharma Private Limited, during the Financial Year 2026-2027, up to the aggregate values as set out in the Resolution at Item No. 8 of the accompanying Notice. The Audit

Committee has noted that the said transactions will be on an Arm's Length Basis and in the ordinary course of business of the Company.

The proposed RPTs are necessary, normal and incidental to the business and also play a significant role in the Company's business operations and be considered as enabling resolution to achieve business objectives. These proposed RPTs are not prejudicial to the interest of the Public Shareholders.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution as set out at Item No. 8 of this Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the Resolution set out at Item No. 8 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 8 pursuant to the SEBI Circular SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is as follows:

Sl No	Particulars	Information provided by the Management
A (1)	**Basic Details of the Related Party**	
1	Name of the Related Party	Axia Pharma Private Limited
2	Country of incorporation of the Related Party	India
3	Nature of business of the Related Party	Axia Pharma Private Limited is engaged in the Trading of Pharmaceutical Products
A (2)	**Relationship and Ownership of the Related Party**	
1	Relationship between the Listed Entity and the Related Party including nature of its concern (Financial or otherwise)	Subsidiary of M/s Vilin Bio Med Limited
2	Shareholding of the Listed Entity (whether direct or indirect), in the Related Party	100% (Wholly Owned Subsidiary)
3	Where the Related Party is a Partnership Firm or a Sole Proprietorship Concern or a Body Corporate without Share Capital, then Capital Contribution, if any, made by the Listed Entity	Not Applicable
4	Shareholding of the Related Party, whether direct or indirect, in the Listed Entity	Nil
A (3)	**Details of Previous Transactions with the Related Party**	
	Total amount of all the transactions undertaken by the Listed Entity with the Related Party during the last Financial Year 2025-2026	
1	Nature of Transactions:	Amount (₹ in Lakhs)
	Purchase of Pharmaceutical Products	Not Applicable
2	Total amount of all the transactions undertaken by the Listed Entity with the Related Party in the Current Financial Year up to the quarter immediately preceding the Quarter, in which the approval is sought	
	Nature of Transactions:	Amount (₹ in Lakhs)
	Purchase of Pharmaceutical Products	-
3	Any default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or Arrangement entered into with the Listed Entity during the last	Not Applicable

	Financial Year	
A (4)	**Amount of the Proposed Transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the Meeting of the Audit Committee / Shareholders	Up to ₹50 Crores for Sale / Purchase of Pharmaceutical Products
2	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the Current Financial Year would render the proposed transaction a Material RPT?	Yes
3	Value of the proposed transactions as a percentage of the Listed Entity's Annual Turnover for the immediately preceding Financial Year	Not Applicable
4	Value of the proposed transactions as a percentage of Subsidiary's Annual Standalone Turnover for the immediately preceding Financial Year	Not Applicable
5	Value of the proposed transactions as a percentage of the Related Party's Annual Consolidated Turnover (If Consolidated Turnover is not available, calculation to be made on Standalone Turnover of Related Party) for the immediately preceding Financial Year, if available	Not Applicable
6	Financial Performance of the Related Party for the immediately preceding Financial Year	Not Applicable
A (5)	**Basic details of the Proposed Transaction**	
Sl No	**Particulars**	**Information provided by the Management**
1	Specific type of the Proposed Transaction (e.g. Sale of Goods / Services, Purchase of Goods / Services, Giving Loan, Borrowing etc.)	Up to ₹50 Crores for Sale / Purchase of Pharmaceutical Products
2	Details of each type of the Proposed Transaction	Sale / Purchase of Pharmaceutical Products
3	Tenure of the Proposed Transaction (tenure in number of years or months to be specified)	12 Months
4	Whether omnibus approval is being sought?	Yes
5	Value of the Proposed Transaction during a Financial Year (If the Proposed Transaction will be executed over more than one Financial Year, provide estimated break-up year-wise)	Not Applicable
6	Justification as to why the RPT is in the interest of the Listed Entity	Both the Companies are engaged in the Trading of Pharmaceutical Products, as part of their ordinary course of business. Accordingly, the transactions between the Entities are operational in nature and

		are conducted on an Arm's Length Basis.
7	Names of the Promoters / Directors / Key Managerial Personnel of the Listed Entity who have interest in the transaction, whether directly or indirectly	None
8	A copy of the Valuation Report, if any, shall be placed before the Audit Committee.	None. The Company conducts transactions with Related Parties in its ordinary course of business at prices which are at Arm's Length basis.
9	Other information relevant for decision making	None
B (1)	**Disclosure only in case of transactions relating to Sale, Purchase or Supply of Goods or Services or any other similar business transaction and Trade Advances**	
Sl No	**Particulars**	**Information provided by the Management**
1	Bidding or other process, if any, applied for choosing a party for Sale, Purchase or Supply of Goods or Services	Not Applicable
2	Basis of determination of Price	Arm's Length Basis
3	In case of Trade Advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating	As Per General Pricing Terms
4	Any other information that may be relevant	None

<u>Item No. 9:</u>

During the Financial Year 2025–2026, the Company had entered into transactions with certain Related Parties for Purchase of the Pharmaceutical Products and other business arrangements. These transactions were undertaken in the ordinary course of business and on an Arm's Length Basis, meaning that the terms and conditions were comparable to those prevailing in similar transactions with unrelated parties. The details of transaction with the Related Parties were as follows:

- M/s Sunaxa Pharma Private Limited (Formerly, Sunaxa Pharma LLP) – Purchase of Pharmaceutical Products - ₹2599.39 Lakhs
- M/s Spectrogen Pharmachem Limited – Purchase of Pharmaceutical Products – ₹102.34 Lakhs

It is important to clarify that the above-mentioned Related Parties are associated with the former Promoters of the Company. Following the Open Offer the Company has transitioned to the new Promoters and new Management and Governance Structures. Certain legacy business relationships continued during the Financial Year 2025-2026. These relationships were necessary to ensure:

- Operational Continuity – maintaining uninterrupted supply of Raw Materials and Finished Goods.
- Supply Chain Stability – leveraging established Vendor and Distributor Networks.
- Strategic Alignment – supporting Subsidiaries and Group Companies in their business operations.

- Financial Prudence – extending Advances and Settlements in the ordinary course of business to safeguard liquidity.

However, as a matter of Good Corporate Governance and Transparency, the Board has consciously chosen to place a consolidated disclosure of these Material Related Party Transactions before the Members for noting. Basis the consideration and noting of the Audit Committee, the Board recommends the Ordinary Resolution as set out at Item No. 9 of this Notice for noting by the Members.

None of the existing Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the Resolution set out at Item No. 9 of the accompanying Notice.

Annexure – A

Details of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on 'General Meetings' issued by the Institute of Company Secretaries of India]

Name of the Director	Prasanna Lakshmi Venna
DIN	10862263
Date of Birth	December 11, 1998
Age	28 Years
Date of First Appointment on the Board	January 10, 2025
Qualifications	MBA (Data Analytics)
Experience	Experienced in Business Administration and Risk Analysis
Terms and Conditions of Appointment	Appointed as Whole Time Director on the Board; liable to retire by rotation
Nature of Expertise in Specific Functional Areas	Business Administration and Risk Analysis
Remuneration last drawn	Rs.2 Lakhs
Number of Board Meetings attended during the year	9 out of 9
Directorship and Committee Membership of other Board as on 31.03.2026	Nil
Listed Entities from which the Director has resigned in the past three years	Nil
Shareholding in the Company	Nil
Inter-se Relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel