

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE (02/2026-27) EXTRAORDINARY GENERAL MEETING (“EGM”) FOR FY 2026-2027 OF THE MEMBERS OF PARMAX PHARMA LIMITED (“COMPANY”) WILL BE HELD ON THURSDAY, 2<sup>ND</sup> JULY, 2026 AT 11.30 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

**ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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 Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, and any other rules made thereunder (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment thereof, for the time being in force) read with enabling provisions of the Articles of Association of the Company, or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company, from existing ₹ 6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty lakhs) equity shares of ₹10 (Rupees Ten only) each to ₹ 10,00,00,000 divided into 1,00,00,000 equity shares of ₹10 each by creation of additional 40,00,000 Equity Shares of ₹ 10 each ranking *pari passu* in all respects with the existing equity shares of the Company;

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

***V. The Authorised Share Capital of the Company is ₹ 10,00,00,000 (Rupees Ten crores) divided into 1,00,00,000 (One Crore) equity shares of ₹ 10 (Rupees Ten) each.***

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 2: ADOPTION OF A NEW SET OF ARTICLES OF ASSOCIATION IN PLACE OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder, (including any statutory modifications or re-enactments thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**ITEM NO. 3: ISSUANCE OF EQUITY SHARES ON PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSONS BELONGING TO THE NON-PROMOTER CATEGORY (“PREFERENTIAL ISSUE”).**

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

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the other relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“**Act**”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, provisions of Chapter V–“Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**LODR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI (SAST) Regulations**”), (including the relevant statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI Regulations**”), applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) and circulars, notifications, regulations and guidelines issued thereunder (“**FEMA**”) and any other applicable rules, notifications, guidelines, laws, regulations, circulars and clarifications issued by various authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to, the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), BSE Limited (“**Stock Exchange**” or “**BSE**”) the stock exchange where the equity shares of the Company are listed, the Ministry of Corporate Affairs (“**MCA**”), the Registrar of Companies (“**ROC**”) and other competent authorities, and all such other approvals, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) (the “**Committee**”), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, 31,37,586 (*Thirty one lakhs thirty seven thousand five hundred eighty six*) fully paid-up equity shares of the Company (“**Subscription Shares**”), having face value of ₹ 10 (*Rupees Ten only*) each at an issue price of ₹ 36.50 (*Rupees Thirty-six point five zero only*) which includes a premium of ₹ 26.50 (*Rupees Twenty-six point five zero only*) per Subscription share (“**Issue Price**”) in accordance with Chapter V of the ICDR Regulations and applicable law, for an aggregate consideration of ₹ 11,45,21,889 (*Rupees Eleven crores forty five lakhs twenty-one thousand eight hundred and eighty nine only*) (“**Subscription Amount**”) to the individuals belonging to the Non-Promoter category as mentioned below (hereinafter referred to as the “**Proposed Allottees**”), by way of a preferential allotment on a private placement basis for the objects as stated in the explanatory statement. (“**Preferential Issue**”).

Name of the Proposed Allottees	Type of Proposed Allottees	Maximum Number of Subscription Shares to be offered	Total Consideration (in ₹)	Current Status / Category	Proposed status / Category of the Allottees
Dhiren Chandulal Shah	Individual	6,04,190	2,20,52,935	Non-Promoter Public	Promoter*
Sunil Chinubhai Shah	Individual	91,911	33,54,752	Non-Promoter Public	Promoter*
Hiren Pravin Doshi	Individual	2,17,508	79,39,042	Non-Promoter Public	Promoter*
Umang Alkesh Gosalia	Individual	3,42,466	1,25,00,009	Non-Promoter Public and an existing shareholder	Promoter*
Sheetal Hiren Doshi	Individual	24,167	8,82,096	Non-Promoter Public	Promoter Group*

Nirmal Sunilbhai Shah	Individual	1,64,832	60,16,368	Non-Promoter Public and an existing shareholder	Promoter Group*
Dhairya Dhiren Shah	Individual	1,20,838	44,10,587	Non-Promoter Public	Promoter Group*
Rupa Sunil Shah	Individual	69,206	25,26,019	Non-Promoter Public	Promoter Group*
Vijaykumar Natvarlal Shiyani	Individual	1,61,117	58,80,771	Non-Promoter Public	Promoter Group*
Kamlesh Natvarlal Shiyani	Individual	1,61,974	59,12,051	Non-Promoter Public and an existing shareholder	Promoter Group*
Abhay Chinubhai Shah	Individual	3,22,235	1,17,61,578	Non-Promoter Public	Promoter Group*
Urvi Manish Kothari	Individual	2,85,714	1,04,28,561	Non-Promoter Public	Public
Mili Saumil Shah	Individual	2,85,714	1,04,28,561	Non-Promoter Public	Public
Fredun Nariman Medhora	Individual	2,85,714	1,04,28,561	Non-Promoter Public	Public
	<b>Total</b>	<b>31,37,586</b>	<b>11,45,21,889</b>		

*\*\*The proposed allottees, namely Dhiren Chandulal Shah ("Acquirer 1") and Sunil Chinubhai Shah ("Acquirer 2") (hereinafter collectively referred to as the ("Acquirers")) along with Dhairya Dhiren Shah ("PAC 1"), Hiren Pravin Doshi ("PAC 2"), Sheetal Hiren Doshi ("PAC 3"), Nirmal Sunilbhai Shah ("PAC 4"), Rupa Sunil Shah ("PAC 5"), Vijaykumar Natvarlal Shiyani ("PAC 6"), Kamlesh Natvarlal Shiyani ("PAC 7"), Abhay Chinubhai Shah ("PAC 8"), Umang Alkesh Gosalia ("PAC 9"), shall, in accordance with Regulation 3(1) and Regulation 4 read with other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations"), trigger the open offer process. Upon completion of the open offer, the Acquirers and the PACs shall be classified as the Promoters and members of the Promoter group of the Company.*

**RESOLVED FURTHER THAT** the equity shares of the Company are frequently traded on BSE Limited and the price of the said issue is not lower than the price which has been determined in compliance with Regulation 164(1) of the ICDR Regulations.

**RESOLVED FURTHER THAT** in accordance with the provisions of the Chapter V of the ICDR Regulations, the "**Relevant Date**", for determining the floor price of the Subscription Shares being offered, issued and allotted, on a preferential basis, is Tuesday, June 2, 2026, being the date which is 30 (*thirty*) days prior to the date of passing of special resolution in the Extraordinary General Meeting to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act. The floor price as determined in terms of Regulation 164(1) of the ICDR Regulations for the issuance of the equity shares by way of the Preferential Issue is ₹ 36.33 (*Rupees thirty-six point three only*).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

1. The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Articles of Association of the Company.
2. The Subscription Shares shall be allotted by the Company in dematerialised form within a period of 15 (fifteen) days from the date of receipt of members' approval or such other extended period as may be permitted in accordance with the Regulation 170 of SEBI ICDR Regulation after the receipt of last applicable statutory/regulatory approvals as set out therein.
3. Where the allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and / or SEBI), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

4. The Subscription Shares to be allotted to the Proposed Allottees shall be free and clear of all encumbrances except for lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations or under any other applicable law for the time being in force.
5. The Subscription Shares to be issued and allotted to the Proposed Allottees shall be listed on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
6. The Subscription Shares will be listed and traded on the Stock Exchange in accordance with applicable laws, subject to the receipt of necessary regulatory permissions and approvals, (including approval for listing and trading) as the case may be.
7. The Subscription Shares are being issued for cash. The consideration for Preferential Issue shall be paid to the Company from the bank account of the Proposed Allottees, in accordance with applicable provisions of the Act and ICDR Regulations.
8. The Proposed Allottees shall be required to bring in 100% (one hundred percent) of the consideration, for the Subscription Shares, on or prior to the date of allotment thereof.
9. The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
10. The money received by the Company from the Proposed Allottees for the application for allotment of Subscription Shares pursuant to Preferential Issue shall be kept by the Company in a separate bank account, as required under applicable laws.
11. The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.
12. The pre-preferential allotment shareholding of the Proposed Allottees, and the Subscription Shares allotted on preferential issue shall be subject to lock-in / transferability restrictions in such manner and for such period as specified in the provisions of Chapter V of the ICDR Regulations.
13. Such other conditions as may be applicable pursuant to SEBI ICDR Regulations and other applicable laws.
14. Without prejudice to the generality of the above, the Preferential Issue shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** the members do and hereby take note of the valuation report dated June 8, 2026 (“**Valuation Report**”), received from A H Dedhia & Associates, Independent Registered Valuer having IBBI Reg No: IBBI/RV/07/2021/13796 for determining the fair value of the Subscription Shares for the purposes of undertaking the Preferential Issue, in accordance with Regulations 164 and 166A of the ICDR Regulations and the members do hereby note that pursuant to the said Valuation Report, the fair value of each Subscription Share is ₹ 36.33 (*Rupees Thirty six point three three*).

**RESOLVED FURTHER THAT** the members do and hereby take note of the certificate, issued by Shreyans Jain & Co. (Practicing Company Secretary), Membership No. (FCS: 8519) (COP No. 9801), as per Regulation 163(2) of the ICDR Regulations, certifying that the Preferential Issue is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** subject to receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees, through Letter of Offer / Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and the ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by persons/entities to whom the said equity shares were offered under this preferential issue.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including subdelegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, making application to the Stock Exchange for obtaining in-principle approval, listing and trading approvals of the equity shares to be issued and allotted, opening and operation of a separate bank account to receive proceeds of Preferential Issue, opening and operating of one or more escrow accounts, including for the purposes of holding the Subscription Shares to be allotted to Proposed Allottees and for holding the shares tendered pursuant to open offer, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, MCA, ROC, the RBI, Stock Exchange, depositories, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the 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 be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board or any Director or Company Secretary or any other Executive(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deed, matters and things as they may deem fit and proper to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required.”

**ITEM NO. 4: ISSUANCE AND ALLOTMENT OF 21,45,145 CONVERTIBLE WARRANTS BY WAY OF A PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS TO A PERSON BELONGING TO THE NON-PROMOTER CATEGORY (“PREFERENTIAL ISSUE”).**

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

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the other relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“**Act**”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**LODR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, (“**SEBI (SAST) Regulations**”), (including the relevant statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI Regulations**”), applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) and circulars, notifications, regulations and guidelines issued thereunder (“**FEMA**”) and any other applicable rules, notifications, guidelines, laws, regulations, circulars and clarifications issued by various authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to, the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), BSE Limited (“**Stock Exchange**” or “**BSE**”), stock exchange where the shares of the Company are listed, the Ministry of Corporate Affairs (“**MCA**”), the Registrar of Companies (“**ROC**”) and other competent

authorities, and all such other approvals, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) (the “Committee”), the consent of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches of 21,45,145 (Twenty one lakhs forty five thousand one hundred and forty-five ) convertible warrants of the Company (“Warrants”), having face value of ₹ 10 (Rupees Ten only) each at an issue price of ₹ 36.50 (Rupees Thirty-six point five zero only) which includes a premium of ₹ 26.50 (Rupees Twenty-six point five zero only) per Warrant (“Issue Price”), per Warrant, each convertible /exercisable into equal number of fully paid up Equity Shares of the Company, in one or more tranches, at the option of the Warrant holder(s), not later than 18 months from the date of their allotment, for an aggregate consideration of ₹ 7,82,97,793 (Rupees Seven crores eighty-two lakhs ninety-seven thousand seven hundred and ninety three) (“Warrants Subscription Amount”) to the individuals belonging to the Non-Promoter category as mentioned below (hereinafter referred to as the “Proposed Warrant Allottees”), by way of a preferential allotment on a private placement basis for the objects as stated in the explanatory statement. (“Preferential Warrant Issue”).

Name of the Proposed Warrant Allottees	Type of Proposed Warrant Allottees	Maximum number of Warrants to be offered	Total Consideration (in ₹)	Current Status / Category	Proposed status / Category of the Allottees
Dhiren Chandulal Shah	Individual	5,35,715	1,95,53,598	Non-Promoter Public	Promoter*
Sunil Chinubhai Shah	Individual	81,494	29,74,531	Non-Promoter Public	Promoter*
Hiren Pravin Doshi	Individual	1,92,857	70,39,281	Non-Promoter Public	Promoter*
Sheetal Hiren Doshi	Individual	21,429	7,82,159	Non-Promoter Public	Promoter*
Nirmal Sunilbhai Shah	Individual	1,44,715	52,82,098	Non-Promoter Public and an existing shareholder	Promoter Group*
Dhairya Dhiren Shah	Individual	1,07,143	39,10,720	Non-Promoter Public	Promoter Group*
Rupa Sunil Shah	Individual	61,363	22,39,750	Non-Promoter Public	Promoter Group*
Vijaykumar Natvarlal Shiyani	Individual	1,42,857	52,14,281	Non-Promoter Public	Promoter Group*
Kamlesh Natvarlal Shiyani	Individual	1,43,286	52,29,939	Non-Promoter Public and an existing shareholder	Promoter Group*
Abhay Chinubhai Shah	Individual	2,85,715	1,04,28,598	Non-Promoter Public	Promoter Group*
Urvi Manish Kothari	Individual	1,42,857	52,14,281	Non-Promoter Public	Public
Mili Saumil Shah	Individual	1,42,857	52,14,281	Non-Promoter Public	Public
Fredun Nariman Medhora	Individual	1,42,857	52,14,281	Non-Promoter Public	Public
	<b>TOTAL</b>	<b>21,45,145</b>	<b>7,82,97,793</b>		

\*The proposed allottees, namely Dhiren Chandulal Shah (“Acquirer 1”) and Sunil Chinubhai Shah (“Acquirer 2”) (hereinafter collectively referred to as the (“Acquirers”) along with Dhairya Dhiren Shah (“PAC 1”), Hiren Pravin Doshi (“PAC 2”), Sheetal Hiren Doshi (“PAC 3”), Nirmal Sunilbhai Shah (“PAC 4”), Rupa Sunil Shah (“PAC 5”), Vijaykumar Natvarlal Shiyani (“PAC 6”), Kamlesh Natvarlal Shiyani (“PAC 7”), Abhay Chinubhai Shah (“PAC 8”), shall, in accordance with Regulation 3(1) and Regulation 4 read with other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI (SAST) Regulations”), trigger the open offer process. Upon completion of the open offer, the Acquirers and the PACs shall be classified as the Promoters and members of the Company.

**RESOLVED FURTHER THAT** in accordance with the provisions of the Chapter V of the ICDR Regulations, the “**Relevant Date**”, for determining the floor price of the Warrants being offered, issued and allotted, on a preferential basis, is Tuesday, June 2, 2026 being the date which is 30 (*thirty*) days prior to the date of passing of special resolution in the Extraordinary General Meeting to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act. The floor price as determined in terms of Regulation 164(1) of the ICDR Regulations for the issuance of the equity shares by way of the Preferential Issue is ₹ 36.33 (*Rupees Thirty six point three only*).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants to the Proposed Warrant Allottees under the Preferential Warrant Issue shall be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

1. Each Warrant is convertible into One (1) fully paid up Equity Share and the conversion can be exercised by Warrant holder(s) at any time during the period of eighteen (18) months from the date of allotment of Warrants convertible into Equity Shares, in one or more tranches, as the case may be and on such other terms and conditions subject to ICDR Regulations, as may be applicable, from time to time. The Company shall accordingly allot the equal number of equity shares of face value of ₹ 10 (Rupees Ten Only) each to the Warrant holders;
2. An amount equivalent to ₹ 1,95,74,449 (Rupees One crore ninety-five lakhs seventy-four thousand four hundred forty-nine only) which represents 25% of the Issue Price will be payable at the time of subscription of Warrants, as prescribed by the SEBI (ICDR) Regulations. The balance of 75% of the Issue Price shall be payable by the Warrant holder(s) at the time of exercising the entitlement attached to the warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set-off by the Company against the Issue Price payable for the resultant equity shares.
3. The Warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Warrants convertible into equity shares in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account of the Warrant holders.
4. Each equity shares issued pursuant to the exercise and conversion of the Warrants shall rank pari passu with the existing Equity Shares in all respects, including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
5. The Warrants and the Equity Shares issued pursuant to exercise and conversion of the Warrants shall be locked-in, in accordance with Regulation 167 of the ICDR Regulations;
6. The pre-preferential allotment shareholding of the Proposed Warrant Allottees, if any, and the resultant equity shares arising on exercise of the option attached to such Warrants shall be subject to lock-in / transferability restrictions in such manner and for such period as specified in the provisions of Chapter V of the ICDR Regulations.
7. The Warrants by itself shall not carry any voting rights until they are converted into Equity Shares. The Warrants shall not carry any rights to dividends, distributions or any other rights that are available to any shareholder of the Company under applicable law until they are converted into Equity Shares. However, the Warrant holders shall be entitled to any corporate action, such as the issuance of bonus shares, right issue, split or consolidation of shares, etc., announced by the Company between the date of warrants allotment and their conversion into equity shares;
8. The Warrants shall be allotted in dematerialized form within the timelines prescribed under Regulation 170 of the ICDR Regulations;
9. The consideration for allotment of Warrants and / or equity shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the respective Proposed Warrant Allottees.
10. The equity shares to be issued to the Proposed Warrant Allottees pursuant to the exercise and conversion of the Warrants shall be free and clear of all encumbrances other than any lock-in or transfer restrictions prescribed under applicable law;

11. The equity shares to be issued to the Proposed Warrant Allottees pursuant to the exercise and conversion of the Warrants shall be fully paid up and shall be allotted in dematerialized form;
12. The equity shares to be issued to the Proposed Warrant Allottees pursuant to the exercise and conversion of the Warrants shall be allotted within the timelines prescribed under the ICDR Regulations, and such Equity Shares shall be listed and traded on the Stock Exchange, subject to receipt of necessary permissions and approvals; and
13. In the event that, a Warrant holder does not exercise the right to convert the Warrants into equity shares within a period of 18 (eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such unexercised Warrants shall stand forfeited by the Company;
14. Without prejudice to the generality of the above, the Preferential Issue shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** the equity shares of the Company are frequently traded on BSE Limited and the price of the said issue is not lower than the price which has been determined in compliance with Regulation 164(1) of the ICDR Regulations.

**RESOLVED FURTHER THAT** the members do and hereby take note of the valuation report dated June 8, 2026 (“**Valuation Report**”), received from A H Dedhia & Associates, Independent Registered Valuer having IBBI Reg No: IBBI/RV/07/2021/13796 for determining the fair value of the Warrants for the purposes of undertaking the Preferential Warrant Issue, in accordance with Regulations 164 and 166A of the ICDR Regulations and the members do hereby note that pursuant to the said Valuation Report, the fair value of each Warrant is ₹ 36.33 (*Rupees Thirty six point three three*).

**RESOLVED FURTHER THAT** the members do and hereby take note of the certificate, issued by Shreyans Jain & Co. (Practicing Company Secretary), Membership No. (FCS: 8519) (COP No. 9801), as per Regulation 163(2) of the ICDR Regulations, certifying that the Preferential Warrant Issue is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** subject to receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees, through Letter of Offer / Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and the ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not sub-scribed by persons/entities to whom the said equity shares were offered under this Preferential Issue.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants convertible into Equity shares and allotment of Equity shares on conversion of Warrants convertible into equity shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board or any Director or Company Secretary or any other Executive(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deed, matters and things as they may deem fit and proper to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, subject to the provisions of the Act, ICDR Regulations and other applicable law, without being required to seek any further consent or approval of the Members of the Company, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required.”

For **PARMAX PHARMA LIMITED**

Sd/-

Name: Umang Alkesh Gosalia

Designation: Managing Director

DIN: 05153830

Date: June 8 2026

Place: Rajkot

**Registered Office:**

Plot No. 20, Survey No. 52,

Rajkot-Gondal National Highway No. 27,

Rajkot, Hadamtala, Gujarat, India, 360311

**Notes:**

1. The Ministry of Corporate Affairs ('MCA'), Government of India has vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively hereinafter referred to as 'MCA Circulars') and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India, in relation to 'Relaxation from compliance with certain provisions of SEBI LODR Regulations (collectively hereinafter referred to as 'SEBI Circulars') has permitted the convening of Shareholders meeting to be held till further Notice, through VC / OAVM without the physical presence of the Shareholders at a common venue. In Compliance with the MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/ OAVM. The deemed venue for EGM will be registered office of the Company.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with The Companies (Management and Administration) Rules, 2014, stating all material facts and the reason / rationale under aforesaid item, are annexed to this Notice.
3. Since, the EGM of the Company is being held through VC / OAVM pursuant to MCA Circulars, the requirement of physical attendance of Shareholders has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxy by the Shareholders will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this Notice.

4. The Shareholders can join the EGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available for 1,000 shareholders on first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Institutional / Corporate Shareholders (i.e. other than Individuals, HUFs, NRIs, etc.) are entitled to appoint authorised representatives to attend, participate at the EGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Shareholders (i.e. other than Individuals, HUFs, NRIs, etc.) are requested to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend and vote at the EGM, pursuant to the provisions of Section 113 of the Act, to the Scrutinizer at [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com) with a copy marked to [cs@parmaxpharma.com](mailto:cs@parmaxpharma.com) or can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on 'Upload Board Resolution/ Authority Letter' displayed under 'e-Voting' tab in their login.
7. In case of joint shareholders, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote at the EGM.
8. In accordance with the MCA and SEBI Circulars, the Notice of the EGM to be held, is being sent through electronic mode to those shareholders whose email address are registered with the Company/ Depositories and physical copies to those shareholders who request for the same. Shareholders holding shares in electronic mode, who have not registered their email address are requested to register their email address with their respective DPs. The Notice of EGM is also available on the website of the Company at [www.parmaxpharma.com](http://www.parmaxpharma.com), website of the Stock Exchange on which the Equity Shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of PURVA at <https://evoting.purvashare.com/>.
9. During the EGM, Shareholders may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, and the other relevant documents referred to in the Notice of the EGM and explanatory statement, by sending a request to the Company at [cs@parmaxpharma.com](mailto:cs@parmaxpharma.com) up to the conclusion of this EGM.
10. Shareholders are requested to intimate changes, if any, pertaining to their *name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.*, to their Depository Participants ('DP's').
11. As per the provisions of Section 72 of the Act, Shareholders are entitled to make nomination in respect of shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Shareholder desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Shareholders are requested to submit the said forms to their respective DP's.
12. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders 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.

**Remote e-voting and e-voting during the EGM**

13. In compliance with provisions of Sections 108 of the Act read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations, the Company is pleased to provide e-voting facility to its Shareholders to cast their votes electronically. The Company has engaged Purva Sharegistry India Pvt. Ltd. (PURVA) with respect to remote e-voting facility. The Shareholders, whose names appear in the Register of Members / List of Beneficial Owners as on 25<sup>th</sup> June, 2026 ('cut-off date') are entitled

to vote on the resolutions set forth in the EGM Notice. A person who is not a shareholder as on cut-off Date, should treat this Notice of EGM for information purpose only.

14. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
15. E-Voting facility will be available for every DP ID & Client ID / folio number irrespective of the number of joint holders. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
16. The remote e-voting period commences at 09:00 a.m. on Monday, 29<sup>th</sup> June, 2026 and ends at 05:00 p.m. on Wednesday 1<sup>st</sup> July, 2026. The remote e-voting module will be disabled by PURVA for voting immediately thereafter. Once the vote on the resolution is cast by the Shareholders, he/ she shall not be allowed to change it subsequently.
17. The facility of casting votes using remote e-voting system as well as e-voting on the date of EGM will be provided by PURVA. The remote e-Voting module on the day of the EGM shall be disabled by PURVA for voting after 15 minutes of conclusion of the Meeting. The Shareholders who have casted their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
18. The Board of Directors at their meeting held on June 8, 2026 have appointed CS Shreyans Jain (Membership No.: FCS 8519) of M/s. Shreyans Jain & Co., Company Secretaries, Mumbai, as the Scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
19. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share capital in the Company as on the cut-off date. Resolution(s) passed by the Shareholders through e-Voting is/are deemed to have been passed as if it/they have been passed at the EGM.
20. The Scrutinizer will submit his report to the Chairperson of the Company ('Chairperson') or any other person authorised by the Chairperson after completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 2 (two) working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be disclosed on the Company's website at [www.parmaxpharma.com](http://www.parmaxpharma.com), website of the Stock Exchange on which the Equity Shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and the website of PURVA at <https://evoting.purvashare.com/>.
21. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.parmaxpharma.com](http://www.parmaxpharma.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://evoting.purvashare.com/>.
23. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
24. In continuation of this Ministry's General Circular No. 20/2020, dated 05<sup>th</sup> May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on at 09:00 a.m. on Monday, 29<sup>th</sup> June, 2026 and ends at 05:00 p.m. on Wednesday 1<sup>st</sup> July, , 2026 During this period shareholder's of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date (record date) of Thursday, 25<sup>th</sup> June, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.





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

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

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

Pursuant to 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	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where</li> </ol>

	<p>the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4) Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div> </li> <li>5) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., 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</li> </ol>

	Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> 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 <b>Depository Participants</b>	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 & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. 254 for the relevant Parmax Pharma Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.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.
  - 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 attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@parmaxpharma.com](mailto:cs@parmaxpharma.com) if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

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

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. 254 of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at company email id. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE ACT.**

In terms of the provisions of Section 102 of the Companies Act, 2013, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, the following statement sets out all the material facts and reasons for the proposed resolutions at item nos. 1 to 4 of this Notice of Extraordinary General Meeting (“EGM”):

**ITEM NO. 1:**

**Increase in Authorised Share Capital of the Company and alteration of capital clause of Memorandum of Association of the Company.**

Presently, the Authorised Share Capital of the Company is ₹ 6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and the current paid-up capital of the Company is ₹ 3,74,13,000 (Rupees Three crores seventy-four lakh and thirteen thousand only) divided into 37,41,300 (Thirty seven lakh forty one thousand and three hundred) equity shares of ₹10 (Rupees Ten Only) each.

Accordingly, the Board of Directors of the Company (“Board”), at its meeting held on June 8, 2026, has, subject to approval of the members, approved the aforesaid proposal to increase the Authorised share capital of the Company and consequent amendment in the Clause V of the MoA so as to reflect the increased Authorised share capital as more particularly set out in Item No. 1 of the Notice.

With a few to facilitate a proposed issuance of the Equity Shares of the Company on a preferential basis and the future requirements, if any, of the Company, approval of the Members of the Company is sought for an increase in the Authorised Share Capital of the Company to ₹ 10,00,00,000 (Rupees Ten crores only) divided into 1,00,00,000 (One crore) equity shares of ₹10 (Rupees Ten Only) each as also stated in the proposed Ordinary Resolution specified as Item No. 1 of this Notice. Article 5 of the Articles of Association empowers the Company to authorize or make any changes in the issued, subscribed or paid-up share capital of the Company.

In terms of the provisions of Sections 13, 61 and 64 of the Act read with applicable rules framed thereunder and other applicable laws, the proposed increase in the Authorised share capital and the consequent alteration of the MoA is required to be approved by the members of the Company by way of an Ordinary Resolution.

The new set of Memorandum of Association with the proposed amendment shall be available for inspection during all working days except holidays between 11.30 am to 2.00 pm upto the date of EGM and also during the EGM at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out in Item No.1 of the Notice for their consideration and approval by the members.

**ITEM NO. 2:**

**Adoption of a new set of Articles of Association in place of the existing Articles of Association of the Company**

The existing Articles of Association (AOA) of the Company consists of the provisions of the Companies Act, 1956 (the “erstwhile Act”) and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the “new Act”).

In order to bring the existing AOA of the Company in line with the provisions of the Companies Act, 2013 in its entirety, the Company proposed to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA. The new AOA to be substituted in place of the existing AOA is based on Table ‘F’ of the Act, which sets out the model Articles of Association for a Company limited by shares.

A new set of Articles of Association of the Company shall be available for inspection during all working days except holidays between 11.30 am to 2.00 pm upto the date of EGM and also during the EGM at the Registered Office of the Company.

In terms of Sections 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for the adoption of new set of Articles of Association of the Company, hence the Board of Directors recommends the same for the approval of members by passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise except to the extent of their shareholding in the Company, if any, in the Special Resolution as set out at Item No.2 of this Notice.

#### **ITEM NO. 3 AND 4:**

#### **Issuance of Equity Shares and Warrants on Preferential Basis to the Proposed Allotees and Proposed Warrants Allotees respectively.**

The Board of Directors of the Company (“**Board**”) has, pursuant to its resolution passed on June 8, 2026, subject to the consent of the members of the Company (“**Members**”) and such other approvals as may be required, approved the proposal to create, offer, issue and allot the following securities by way of preferential issue on a private placement basis (i) 31,37,586 (*Thirty one lakhs thirty seven thousand five hundred eighty six*) fully paid-up equity shares of the Company (“**Subscription Shares**”), having face value of ₹ 10 (*Rupees Ten only*) each at an issue price of ₹ 36.50 (*Rupees Thirty six point five zero only*) per Subscription Share which includes a premium of ₹ 26.50 (*Rupees Twenty-six point five zero only*) per Subscription Share for an aggregate consideration of ₹ 11,45,21,889 (*Rupees Eleven crores forty five lakhs twenty-one thousand eight hundred and eighty nine only*) (“**Issue Proceeds**”) to be allotted to the Proposed Allotees (as defined below); and (ii) 21,45,145 (*Twenty one lakhs forty five thousand one hundred and forty-five*) convertible warrants of the Company (“**Warrants**”), having face value of ₹ 10 (*Rupees Ten only*) each at an issue price of ₹ 36.50 (*Rupees Thirty-six point five zero only*) which includes a premium of ₹ 26.50 (*Rupees Twenty-six point five zero only*) per Warrant (“**Issue Price**”) per Warrant, each convertible /exercisable into equal number of fully paid up Equity Shares of the Company for an aggregate consideration of ₹ 7,82,97,793 (*Rupees Seven crores eighty-two lakhs ninety-seven thousand seven hundred and ninety three*) (“**Warrants Subscription Amount**”) to the individuals belonging to the Non-Promoter category as mentioned below (hereinafter referred to as the “**Proposed Warrant Allotees**”), in accordance with the Companies Act, 2013 (“**Act**”), Chapter V of the ICDR Regulations and applicable law, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), as amended from time to time and any other applicable law.

The Acquirers being, Dhiren Chandulal Shah and Sunil Chinubhai Shah along with the PACs namely, Dhairya Dhiren Shah, Hiren Pravin Doshi, Sheetal Hiren Doshi, Nirmal Sunilbhai Shah, Vijaykumar Natvarlal Shiyani, Kamlesh Natvarlal Shiyani (collectively “**Purchasers**”), also the Proposed Allotees has entered into a share purchase agreement (“**SPA**”). As per the Share Purchase Agreement, the Purchasers will purchase 11,52,450 (Eleven Lakhs Fifty-two Thousand Four Hundred and Fifty) equity shares from Alkesh Mahasukhlal Gopani, Vipul Mahasukhlal Gopani and Pravina Mahasukh Gopani (“**Sellers**”). Pursuant to this agreement and the Preferential Issue as aforesaid (“**Underlying Transaction**”), the Purchasers will acquire more than 26% of the Expanded Voting Capital and control of the Company. This will trigger a mandatory open offer for acquisition of upto 23,46,250 (Twenty three lakhs forty six thousand two hundred and fifty) equity shares of the Company, under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as may be amended from time to time (“**SEBI (SAST) Regulations**”).

Pursuant to the Underlying Transaction, the Acquirers and PACs<sup>1</sup> will become promoter and members of the promoter group of the Company while the existing promoter and promoter group will cease be the promoter of the Company. Members are informed that Acquirers and the PACs will comply with their obligations under SEBI SAST Regulations.

Further in accordance with the provisions contained in Regulation 166A of SEBI (ICDR) Regulations, as the proposed Preferential Allotment could result in a change in control of the Company, the independent directors of the Company met on June 8, 2026 prior to the Board meeting and after considering all the aspects relating to the

<sup>1</sup> Dhairya Dhiren Shah (“PAC 1”), Hiren Pravin Doshi (“PAC 2”), Sheetal Hiren Doshi (“PAC 3”), Nirmal Sunilbhai Shah (“PAC 4”), Rupa Sunil Shah (“PAC 5”), Vijaykumar Natvarlal Shiyani (“PAC 6”), Kamlesh Natvarlal Shiyani (“PAC 7”), Abhay Chinubhai Shah (“PAC 8”), Umang Alkesh Gosalia (“PAC 9”) and Meena Alkesh Gosalia (“PAC 10”) (PAC 1, PAC 2, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7, PAC 8, PAC 9 and PAC 10, collectively referred to as the “PACs”)

Preferential Allotment including pricing, recommended the issue to the Board unanimously. The said meeting was attended by all the independent directors of the Company.

Since the Subscription Shares will be acquired after the offer period, they will be placed in a demat share escrow account, in terms of Regulation 22(2A) of the SAST Regulations. Subscription Shares (except Urvi Manish Kothari, Mili Saumil Shah and Fredun Nariman Medhora) shall be released to Proposed Allottee's demat account and such Proposed Allottees would be able to exercise control and voting rights on such Subscription Shares upon the expiry of the offer period, as determined in accordance with the SAST Regulations.

The Preferential Issue is subject to the receipt of in-principle approval from BSE Limited, stock exchange where the shares of the Company are listed for the Preferential Issue and approval of the Members of the Company for the Preferential Issue with requisite majority as per the Act and the SEBI ICDR Regulations.

The equity shares to be allotted under the Preferential Issue shall rank *pari-passu* in all respects, including dividend and voting rights, with the existing equity shares of the Company. The equity shares allotted pursuant to the proposed resolution shall be subject to a lock-in as per the applicable provisions of the ICDR Regulations.

Since the proposed allotment would result in the Proposed Allottees being allotted more than 5% (*five percent*) of the post-issue fully diluted share capital of the Company, the provisions of Regulation 166A of the ICDR Regulations are applicable. Accordingly, the Company has obtained a valuation report dated June 8, 2026 from A H Dedhia & Associates, a proprietary concern represented by its Proprietor, Mr. Aashay Hasmukh Dedhia, Registered Valuer having Registration No. (Reg No: IBBI/RV/07/2021/13796) to determine the fair value of the equity shares proposed to be issued under the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) of the Act and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the LODR Regulations, as amended from time to time, consent of the Members is being sought by way of a special resolution for the Preferential Issue of the Subscription Shares to the Acquirer, including with respect to the pricing of the shares.

Necessary information / details in respect of the Preferential Issue in terms of Sections 42 and 62 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("PAS Rules") and the Companies (Share Capital and Debentures) Rules, 2014, as amended and Chapter V of the ICDR Regulations are as under:

#### **I. Particulars of the Issue including the date of passing of the Board resolution**

The Board of Directors at its meeting held on June 8, 2026, has, subject to the approval of shareholders of the Company and such other regulatory or statutory authorities, as may be required, approved the raising of funds of upto ₹ 19,28,19,682 (Rupees nineteen crores twenty eight lakhs nineteen thousand six hundred and eighty-two only), for cash, by creating, issuing, offering and allotting the following securities of the Company to the allottees belonging to Non-Promoter Group category, by way of a Preferential Issue on a private placement basis:

a) Issuance of 31,37,586 (*Thirty one lakhs thirty seven thousand five hundred eighty six*) equity shares of the face value of ₹ 10 (*Rupees Ten only*) each, at an issue price of ₹36.50 (*Rupees Thirty six point five zero only*) per Subscription Share which includes a premium of ₹26.50 (*Rupees Twenty-six point five zero only*) per Subscription share, aggregating to ₹11,45,21,889 (*Rupees Eleven crores forty five lakhs twenty-one thousand eight hundred and eighty nine*), not being less than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

b) Issuance of 21,45,145 (*Twenty one lakhs forty five thousand one hundred and forty-five*) convertible warrants each carrying a right exercisable by the Warrant holder to subscribe to one (1) equity share of the face value of ₹10 (*Rupees Ten only*) each against each Warrant at an Issue Price of ₹ 36.50 (*Rupees Thirty-six point five zero only*) which includes a premium of ₹26.50 (*Rupees Twenty-six point five zero only*) per Warrant, aggregating to ₹ 7,82,97,793 (*Rupees Seven crores eighty-two lakhs ninety-seven thousand seven hundred and ninety three*), not being less than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months from the date of allotment of the Warrants.

#### **II. Purpose/ objects of the Preferential Issue**

The Company needs to raise additional funds to have access to long term resources to meet its working capital requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors of the Company proposed to raise

₹ 19,28,19,682 (Rupees nineteen crores twenty-eight lakhs nineteen thousand six hundred and eighty-two only) through issue of Subscription Shares and Warrants on preferential basis, for cash.

The Company intends to utilize the proceeds raised through the Preferential Issue (“*Issue Proceeds*”) towards the following objects: 1) To meet working capital requirement of the Company (referred to as “Working Capital requirement”); and 2) Up to 15% (fifteen percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes amongst other, meeting ongoing general corporate exigencies and contingencies, repayment/part payment of loan, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to as “General Corporate Purposes”).

### III. Utilisation of Issue Proceeds

Given that the funds to be received against the Subscription Shares and Warrants issued through Preferential issue, the quantum of funds required may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:-

Sr. no.	Particulars	Total estimated amount to be utilised for each of the Objects (In ₹)*	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Working Capital Requirement	16,38,96,730	12 – 18 months
2.	General Corporate Purposes	2,89,22,952	6 months
	<b>Total</b>	<b>19,28,19,682</b>	

\*considering 100% conversion of Warrants into equity shares within the stipulated time.

*Note : While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of 10% (ten percent) depending upon future circumstances, in terms of BSE Notice No. 20221213-47, dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.*

*If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.*

*Till such time issue proceeds are fully utilized, the Company shall keep the same in bank deposits and /or Fixed Deposit / Inter Corporate Deposits or any Other Debt Instruments in the best interest of the company as the Board may think fit.*

### IV. Interim use of Issue Proceeds:

The Company, in accordance with the approval by the Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilisation of the Issue Proceeds for the Objects described above, the Company intends to, *inter alia*, invest the Issue Proceeds in deposits in scheduled commercial banks, securities issued by Government of India or any other investments as permitted under applicable laws.

### V. Manner of the issue of shares and warrants

Preferential allotment of Subscription shares and Warrants convertible into equity shares on a private placement basis.

### VI. Monitoring of utilisation of funds

Given that the issue size does not exceed ₹ 100,00,00,000 (*Rupees One hundred crores*), in terms of Regulation 162A of the ICDR Regulations, the Company is not required to appoint monitoring agency to monitor the use of the proceeds of this Preferential Issue.

**VII. Particulars of the Preferential Issue including material terms of issue, date of passing of Board resolution, kind of securities offered, total/maximum number of securities to be issued, and the Issue Price**

The Board of Directors of the Company (“**Board**”) has, pursuant to its resolution passed on June 8, 2026, subject to the consent of the members of the Company (“**Members**”) and such other approvals as may be required, approved the proposal to create, offer, issue and allot the following securities by way of preferential issue on a private placement basis (i) 31,37,586 (*Thirty one lakhs thirty seven thousand five hundred eighty six*) fully paid-up equity shares of the Company (“**Subscription Shares**”), having face value of ₹ 10 (*Rupees Ten only*) each at an issue price of ₹ 36.50 (*Rupees Thirty six point five zero only*) per Subscription Share for an aggregate consideration of ₹ 11,45,21,889 (*Rupees Eleven crores forty five lakhs twenty-one thousand eight hundred and eighty nine*) (“**Issue Proceeds**”) to be allotted to the Proposed Allottees (as defined below); and (ii) 21,45,145 (*Twenty one lakhs forty five thousand one hundred and forty-five*) convertible warrants of the Company (“**Warrants**”), having face value of ₹ 10 (*Rupees Ten only*) each at an issue price of ₹ 36.50 (*Rupees Thirty-six point five zero only*) which includes a premium of ₹ 26.50 (*Rupees Twenty-six point five zero only*) per Warrant (“**Issue Price**”) per Warrant, each convertible /exercisable into equal number of fully paid up Equity Shares of the Company for an aggregate consideration of ₹ 7,82,97,793 (*Rupees Seven crores eighty-two lakhs ninety-seven thousand seven hundred and ninety three*) (“**Warrants Subscription Amount**”) to the individuals belonging to the Non-Promoter category as mentioned below (hereinafter referred to as the “**Proposed Warrant Allottees**”), in accordance with the Companies Act, 2013 (“**Act**”), Chapter V of the ICDR Regulations and applicable law, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), as amended from time to time and any other applicable law.

The Subscription Shares shall be fully paid up and rank *pari passu* with the existing equity shares of the Company listed on BSE Limited bearing ISIN INE240T01014 in all aspects (including with respect to entitlement to dividend and voting rights) from the respective dates of allotment thereof, in accordance with the applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

The Subscription Shares shall be subject to the terms and conditions as specified in the foregoing resolution and prescribed under applicable law.

**VIII. Amount which the Company intends to raise by way of Subscription shares and Warrants**

Aggregating up to ₹ 19,28,19,682 (*Rupees nineteen crores twenty eight lakhs nineteen thousand six hundred and eighty-two only*).

**IX. Maximum number of securities to be issued**

The resolution set out in the accompanying notice authorizes the Board to raise funds by issuance and allotment of

- 31,37,586 (*Thirty one lakhs thirty seven thousand five hundred eighty six*) equity shares, having face value of ₹ 10 (*Rupees Ten only*) each at an issue price of ₹ 36.50 (*Rupees Thirty six point five zero only*) which includes a premium of ₹ 26.50 (*Rupees Twenty-six point five zero only*) per Subscription Share (“**Issue Price**”) and
- 21,45,145 (*Twenty one lakhs forty five thousand one hundred and forty-five*) convertible Warrants each carrying a right exercisable by the Warrant holder to subscribe to one (1) equity share of the face value of ₹ 10/- (*Rupees Ten only*) each against each Warrant at an issue price ₹ 36.50 (*Rupees Thirty-six point five zero only*) which includes a premium of ₹ 26.50 (*Rupees Twenty-six point five zero only*) per Warrant (“**Issue Price**”).

**X. Relevant date**

The relevant date as per Chapter V of the ICDR Regulations (“**Relevant Date**”), for the determination of the floor price for equity shares to be issued is Tuesday, June 2, 2026, i.e. 30 (*thirty*) calendar days prior to the date of the EGM.

**XI. The Price or price band at / within which the allotment is proposed**

The Subscription Shares (*as defined above*) and Warrants (*as defined above*) are being issued at a price of ₹ 36.50 (*Rupees Thirty six point five zero only*), which has been determined in accordance with the ICDR Regulations and taking into account the valuation report dated June 8, 2026, issued by A H Dedhia & Associates, independent

registered valuer (“**Registered Valuer**”), with registration no. (IBBI Reg No: IBBI/RV/07/2021/13796) (“**Valuation Report**”).

**XII. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):**

The equity shares of the Company are listed on the BSE Limited (“**BSE**”). The equity shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the ICDR Regulations. Therefore, the price is determined pursuant to Regulation 164 and Regulation 166A of the SEBI ICDR Regulations.

The price at which the proposed Preferential Issue of the Subscription Shares is being undertaken is not less than the floor price determined in terms of Regulations 164(1) and 166A of the SEBI ICDR Regulations. The said floor price is higher of the following viz:

- (i) the 90 (*ninety*) trading days volume weighted average price (“**VWAP**”) of the equity shares quoted on the recognised stock exchange preceding the Relevant Date i.e., Rs. 33.93 (*Rupees Thirty three point nine three only*) per equity share; or
- (ii) the 10 (*ten*) trading days VWAP of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date i.e., Rs. 36.33 (*Rupees Thirty six point three three only*) per equity share; or
- (iii) the fair value of equity shares as determined by an independent registered valuer in accordance with Regulation 166A of the SEBI ICDR Regulations and as set out in the Valuation Report, i.e., Rs. 36.33 (*Rupees Thirty six point three three only*) per equity share; or
- (iv) the floor price determined in accordance with the provisions of the Articles of Association of the Company. In this regard, please note that the Articles of Association of the Company do not prescribe any method for determination of the floor price for the proposed Preferential Issue.

For the purpose of computation of the price, the share price on the BSE, have been considered for arriving at the floor price under this Preferential Issue in accordance with the ICDR Regulations.

The price per Subscription Share to be issued to the Proposed Allottees i.e., ₹ 36.50 (*Rupees Thirty six point five zero only*), is not less than the floor price determined in accordance with the ICDR Regulations. It may be noted that the Issue Price is higher than the fair value of the Company’s equity shares as determined by the independent registered valuer.

We also confirm that the Articles of Association does not contain any restrictive provision for Preferential Allotment and doesn’t contain any Article which provides for particular method for determination of price in case of preferential issue.

**XIII. Whether re-computation of the price is required**

Since the equity shares of the Company have been listed on the Stock Exchange (“**BSE Limited**”) for a period of more than 90 (*ninety*) trading days prior to the Relevant Date, re-computation of the Issue Price is not required and therefore, the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

**XIV. Name and address of Independent registered valuer who performed valuation**

Since the proposed allotment would result in the allotment being more than 5% (*five percent*) of the post-issue fully diluted share capital of the Company, the provisions of Regulation 166A of the ICDR Regulations are applicable. Accordingly, the price of the equity shares has been determined taking into account the valuation report dated June 8, 2026 from A H Dedhia & Associates, an Independent Registered Valuer having IBBI Reg No: IBBI/RV/07/2021/13796 having its registered office at 62, Vijaynagar, 2nd Floor, M C Jawle Marg, Dadar (W), Mumbai, Maharashtra 400028 and the same has been uploaded and shall be available on the website of the Company [www.parmaxpharma.com](http://www.parmaxpharma.com).

The copy of the valuation report is available for inspection by the Members from the date of circulation of this notice up to the date of the EOGM at the registered office of the Company.

Additionally, the copy of valuation report will also be available for electronic inspection by the members during business hours. Members seeking to inspect such documents may send a request on the email ID [cs@parmaxpharma.com](mailto:cs@parmaxpharma.com) at least 1 (one) working day before the date on which they intend to inspect the document.

**XV. The intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Issue**

By virtue of this proposed Preferential Issue to the Proposed Allottees who shall be classified as new Promoters there shall be a requirement of compliance of Regulation 3 & 4 of the SEBI SAST Regulations and accordingly the new Promoters need to announce an open offer as per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) as this allotment will result in change in control and an open offer announcement.

None of the Directors, Key Managerial Personnel (except Mr. Umang Gosalia) or Senior Management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the Preferential Issue, and they will not be making any contribution either as part of the Preferential Issue or separately in furtherance of the objects for which the proceeds of the Preferential Issue would be utilised.

**XVI. Particulars of the Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the Securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:**

Sr. No.	Name of the Proposed Allottees	PAN	Pre-Issue Holding (No. of Equity Shares) as on June 5, 2026 (A)	% of Pre Preferential Issue Capital (% of A) as on June 5, 2026 (B)	No. of Equity Shares / Subscription Shares to be issued/ allotted (C)	No. of Warrants to be issued / allotted (D)	Post-Issue Holding (No. of Equity Shares) (E)*^	% of Post Preferential Issue of Equity Shares (% of E)
1.	Dhiren Chandulal Shah	AAGPS6972B	0.00	0.00	604,190	535,715	1,607,143	17.81
2.	Sunil Chinubhai Shah	AFYPS7047G	0.00	0.00	91,911	81,494	244,482	2.71
3.	Hiren Pravin Doshi	AADPD2609R	0.00	0.00	217,508	192,857	578,571	6.41
4.	Umang Alkesh Gosalia	APNPG6100R	200,000	5.35	342,466	0.00	542,466	6.01
5.	Sheetal Hiren Doshi	AGRPD9053B	0.00	0.00	24,167	21,429	64,286	0.71
6.	Nirmal Sunilbhai Shah	LEDPS6208C	32,500	0.87	164,832	144,715	434,144	4.81
7.	Dhairya Dhiren Shah	EWUPS8215K	0.00	0.00	120,838	107,143	321,429	3.56
8.	Rupa Sunil Shah	ABYPD1013F	0.00	0.00	69,206	61,363	130,569	1.45
9.	Vijaykumar Natvarlal Shiyani	AJBPS8251M	0.00	0.00	161,117	142,857	428,571	4.75
10.	Kamlesh Natvarlal Shiyani	AEXPS3410F	7,500	0.20	161,974	143,286	429,857	4.76
11.	Abhay Chinubhai Shah	AJQPS4072D	0.00	0.00	322,235	285,715	607,950	6.74
12.	Urvi Manish Kothari	AAEPS6151N	0.00	0.00	285,714	142,857	428,571	4.75
13.	Mili Saumil Shah	AABPP2509C	0.00	0.00	285,714	142,857	428,571	4.75
14.	Fredun Nariman Medhora	AKRPM6247L	0.00	0.00	285,714	142,857	428,571	4.75

\*includes securities allotted under Preferential Issue and equity shares purchased through Share Purchase agreement (“Underlying Transaction”)

^Assuming full conversion of Warrants to Equity Shares

Particulars	No. of Securities
Pre-preferential issue, total number of equity shares outstanding in the Company as on June 5, 2026 (A)	37,41,300
No. of equity shares to be allotted in current preferential issue (B)	31,37,586
No. of Warrants to be allotted in current preferential issue (C)	21,45,145*
Post-preferential issue, total number of equity shares outstanding in the Company (D) = (A+B+C)	<b>90,24,031</b>

\*Assuming full conversion of Warrants to Equity Shares

**XVII. The pre issue and post issue shareholding pattern of the Company**

Please refer to **Annexure A** to this EGM Notice for details.

**XVIII. Proposed time limit within which the allotment shall be completed**

As required under the ICDR Regulations, preferential allotment of the said equity shares shall be completed within a period of 15 (*fifteen*) days from the date of passing of special resolution by Members at EGM or such other extended period as provided in Regulation 170 of SEBI ICDR Regulation. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, including but not limited to SEBI, Stock Exchange or MCA, the allotment shall be completed within a period of 15 (*fifteen*) days from the date of receipt of last such approvals or permissions.

**XIX. The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the Independent registered valuer**

Not applicable, since the issuance and allotment of the Subscription Shares and Warrants are being made for cash.

**XX. Valuation for consideration other than cash:**

Not applicable

**XXI. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price**

Not Applicable, since the Company has not made any allotment on a preferential basis during the current financial year 2026-2027.

**XXII. The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue is proposed to be made to individuals who are neither a promoter nor member of the promoter group of the Company. Except allottees as mentioned in clause XXVI below will become a ‘Promoter’ and/or ‘member of promoter Group’ of the Company in accordance with and subject to the provisions of the LODR Regulations and SAST Regulations.

**XXIII. Recommendations and Voting Pattern of the committee of Independent Directors of the Company:**

In accordance with the provisions contained in Regulation 166A of SEBI (ICDR) Regulations, the committee of Independent Directors comprising of Nikhil Sureshchandra Uchat and Ami Shah Rajeshbhai at their meeting held on June 8, 2026 has considered the proposal to make the preferential Issue of Subscription Shares and Warrants to the Proposed Allottees and Proposed Warrant Allottees. The committee has considered that the Issue Price of ₹ 36.50 (*Rupees Thirty six point five zero only*) (“**Issue Price**”) has been determined by the Independent registered valuer in his Valuation Report as per Chapter V of the ICDR Regulations after taking into consideration the relevant valuation parameters and provided justification for their assessments. Thus, the committee is of the view that the Issue Price and the proposed Preferential Issue is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of Independent Directors	Assent	Dissent	Abstain
1.	Nikhil Sureshchandra Uchat	Yes	NA	NA
2.	Ami Shah Rajeshbhai	Yes	NA	NA

**XXIV. Consequential changes in the Voting Rights, change in control, and change in the management, if any, in the Company consequent to the Preferential Issue**

Presently, the Proposed Allottees are neither a promoter nor member of the promoter group of the Company. Post completion of Preferential Issue and consummation of share transfer as per the Share Purchase Agreement, the Acquirers (*as defined above*) and the PACs (*as defined above*) will acquire and exercise control over the Company and will become a ‘Promoter’ and/or ‘member of promoter Group’ of the Company in accordance with and subject to the provisions of the LODR Regulations and SAST Regulations.

**XXV. Lock-In Period**

(a) The pre-preferential shareholding of the Proposed Allottees, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(b) The proposed allotment of equity shares pursuant to this resolution including upon exercise of conversion of Warrants, shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

**XXVI. The current and proposed status of the Proposed Allottees post the Preferential Issue namely, promoter or non-promoters**

Sr.no.	Name of the Proposed Allottees	Current Status	Post Status
1.	Dhiren Chandulal Shah	Non- Promoter (Public)	Promoter
2.	Sunil Chinubhai Shah	Non- Promoter (Public)	Promoter
3.	Hiren Pravin Doshi	Non- Promoter (Public)	Promoter
4.	Umang Alkesh Gosalia	Non- Promoter (Public)	Promoter
5.	Sheetal Hiren Doshi	Non- Promoter (Public)	Promoter Group
6.	Nirmal Sunilbhai Shah	Non- Promoter (Public)	Promoter Group
7.	Dhairya Dhiren Shah	Non- Promoter (Public)	Promoter Group
8.	Rupa Sunil Shah	Non- Promoter (Public)	Promoter Group
9.	Vijaykumar Natvarlal Shiyani	Non- Promoter (Public)	Promoter Group
10.	Kamlesh Natvarlal Shiyani	Non- Promoter (Public)	Promoter Group
11.	Abhay Chinubhai Shah	Non- Promoter (Public)	Promoter Group
12.	Urvi Manish Kothari	Non- Promoter (Public)	Non- Promoter (Public)
13.	Mili Saumil Shah	Non- Promoter (Public)	Non- Promoter (Public)
14.	Fredun Nariman Medhora	Non- Promoter (Public)	Non- Promoter (Public)

**XXVII. Practicing Company Secretary's Certificate**

The certificate from Shreyans Jain & Co. (Practicing Company Secretary), Membership No. (FCS: 8519) (COP No. 9801), pursuant to Regulation 163(2) of the LODR Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations, shall be available for inspection by the members at the EGM and will also be made available on the Company's website and can be accessed at [www.parmaxpharma.com](http://www.parmaxpharma.com).

Additionally, the certificate will also be available for electronic inspection by the members during business hours. Members seeking to inspect such documents may send a request on the email ID: [cs@parmaxpharma.com](mailto:cs@parmaxpharma.com) at least 1 (one) working day before the date on which they intend to inspect the document.

**XXVIII. Listing**

- The Company is eligible to make the Preferential Issue to the Proposed Allottees and Proposed Warrants Allottees under Chapter V of the ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing, as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the LODR Regulations and any circular or notification issued by SEBI thereunder and is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations;
- The Company shall be making an application to the Stock Exchange where the equity shares of the Company are listed seeking its in-principle approval for the issuance of the Subscription Shares and Warrants to the Proposed Allottees and Proposed Warrant Allottees, respectively on the same day when the notice will be sent for seeking members approval for the Preferential Issue by way of special resolution. The Subscription Shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects, including dividend.

**XXIX. Pending preferential issue**

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

**XXX. Principal terms of assets charged as securities – Not Applicable**

**XXXI. Undertakings**

- Neither the Company nor any of its directors or promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- The said preferential issue is not for consideration other than cash;
- The Proposed Allottees and the Proposed Warrant Allottees have not sold or transferred any equity shares during the 90 (ninety) trading days preceding the relevant date.
- All equity shares allotted by way of the Preferential Issue shall be made fully- paid up at the time of the allotment.
- The Company has obtained the permanent account number (PAN) of the Proposed Allottees and Proposed Warrant Allottees.
- The Company does not have any outstanding dues to SEBI, the stock exchange or the depositories.
- Pursuant to the Preferential Issue and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
- The Company shall make an application to Stock Exchange at which the existing equity shares are listed, for listing of the aforementioned Equity Shares;
- The Proposed Allottees and the Proposed Warrant Allottees has not been barred from accessing the capital market or has been restrained by any regulatory authority, from, directly or indirectly acquiring equity shares of the Company.

#### **XXXII. Other Disclosures**

- The Public Announcement has been issued by Fedex Securities Private Limited, the Manager to the Open Offer, on behalf of the Acquirers together with Persons acting in control (“PACs”) to the eligible equity shareholders of Parmax Pharma Limited on June 8, 2026, for the acquisition of 26% (twenty six percent) of the expanded voting capital of the Company, in accordance with Regulations 3(1) and 4, read with Regulations 13(1), 14, and 15(1) of the SAST Regulations.
- The Company is in compliance with Regulation 170 of the ICDR Regulations. The obligation to make an Open Offer has arisen pursuant to the proposed Preferential Issue and transaction contemplated under the SPA, which envisages the acquisition of shares by the Proposed Allottees. In compliance with the said obligation, the Acquirers (*as defined above*) and the PACs (*as defined above*) have made the Public Announcement through the Manager to the offer on June 8, 2026, and the same has been uploaded in the website of the Stock Exchange, i.e., [www.bseindia.com](http://www.bseindia.com).
- In terms of the Act and the ICDR Regulations, approval of the Members is being sought by way of a special resolution for issue of Subscription Shares, on a preferential basis.
- The relevant documents, if any, in relation to the items listed above, are available for inspection by the Members at the Registered & Corporate Office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) from 11.00 a.m. to 4.00 p.m. up to the date of the EGM and at the EGM. The documents shall also be available for inspection electronically, as per applicable law.
- The issue of the equity shares under the Preferential Issue would be within the Authorised Share Capital of the Company as amended.
- The valuation report in terms of Regulation 164 and 166A of the SEBI ICDR Regulations is available to the members for inspection in physical and electronic form at the Registered Office of the Company during official hours on all working days up to the date of the EGM and is also available on the website of the Company [www.parmaxpharma.com](http://www.parmaxpharma.com).

The Board believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board recommends the resolution as set out in Item No. 3 and 4 of the EGM Notice and the explanatory statement to the Members for their consideration and approval by way of a special resolution.

None of the Directors, Key Managerial Personnel's (except Mr. Umang Gosalia) or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

**FOR PARMAX PHARMA LIMITED**

Sd/-

**Name:** Umang A Gosalia

**Designation:** Managing Director

**DIN:** 05153830

**Date:** 08<sup>th</sup> June, 2026

**Place:** Rajkot

**Registered Office:**

Plot No. 20, Survey No. 52,

Rajkot-Gondal National Highway No. 27,

Rajkot, Hadamtala, Gujarat, India, 360311

## Annexure A

## Shareholding pattern of the Company before and after the Underlying transaction

Category	Pre-Issue Shareholding		No. of Equity Shares / Subscription Shares to be issued/ allotted (C)	No. of Warrants to be issued/ allotted (D)	Post-Issue Shareholding	
	No. of Equity Shares	% of Share holding			No. of Equity Shares	% of Share holding
<b>Promoter's holding</b>						
(a) Individuals & HUF	11,52,450	30.80	22,80,444	17,16,574	58,64,268	64.99
(b) Bodies Corporate	--	--	--	--	--	--
<b>Sub Total (A1)</b>	<b>11,52,450</b>	<b>30.80</b>	<b>22,80,444</b>	<b>17,16,574</b>	<b>58,64,268</b>	<b>64.99</b>
(A2) Foreign Promoters	--	--	--	--	--	--
<b>Total Promoter shareholding A=A1+A2</b>	<b>11,52,450</b>	<b>30.80</b>	<b>22,80,444</b>	<b>17,16,574</b>	<b>58,64,268</b>	<b>64.99</b>
<b>Non- Promoter's holding</b>						
(B1) Institutions (Domestic)	--	--	--	--	--	--
(B2) Institutions (Foreign)	--	--	--	--	--	--
(B3) Central Government/ State Government(s)/ President of India	--	--	--	--	--	--
(B4) Non-Institutions	--	--	--	--	--	--
a) Individuals	25,55,272	68.30	857,142	4,28,571	31,26,185	34.64
b) Body Corporate	4,151	0.11	--	--	4,151	0.05
c) Others (Including NRI)	29,427	0.78	--	--	29,427	0.33
<b>Sub Total (B4)</b>	<b>25,88,850</b>	<b>69.19</b>	<b>857,142</b>	<b>4,28,571</b>	<b>31,59,763</b>	<b>35.01</b>
<b>Total Public Shareholding B=B1+B2+B3+B4</b>	<b>25,88,850</b>	<b>69.19</b>	<b>857,142</b>	<b>4,28,571</b>	<b>31,59,763</b>	<b>35.01</b>
<b>C) Non-Promoter Non-Public holding</b>	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>37,41,300</b>	<b>100.00</b>	<b>31,37,586</b>	<b>21,45,145</b>	<b>90,24,031</b>	<b>100.00</b>

Notes:

1) The pre-issue shareholding pattern is as on June 5, 2026.

2) The post issue shareholding includes allotment of 31,37,586 equity shares and 21,45,145 Warrants (assuming conversion of all Warrants to Equity Shares).

4) The post-Preferential Issue shareholding pattern reflects: (a) the current paid-up equity share capital of the Company together with the 31,37,586 equity shares of the Company proposed to be allotted to the allottees; and (b) 21,45,145 Warrants of the Company proposed to be allotted to the allottees by way of the Preferential Issue.

Note: The Proposed Allotees namely Umang Alkesh Gosalia, Kamlesh Natvarlal Shiyani and Nirmal Sunilbhai Shah along with Meena Alkesh Gosalia ("PAC") are presently categorised as public shareholders of the Company. However, upon consummation of the Underlying transaction, the proposed allottees, namely Dhiren Chandulal Shah ("Acquirer 1") and Sunil Chinubhai Shah ("Acquirer 2") (hereinafter collectively referred to as the "Acquirers") along with Dhairyra Dhiren Shah ("PAC 1"), Hiren Pravin Doshi ("PAC 2"), Sheetal Hiren Doshi ("PAC 3"), Nirmal Sunilbhai Shah ("PAC 4"), Rupa Sunil Shah ("PAC 5"), Vijaykumar Natvarlal Shiyani ("PAC 6"), Kamlesh Natvarlal Shiyani ("PAC 7"), Abhay Chinubhai Shah ("PAC 8"), Umang Alkesh Gosalia ("PAC 9") and Meena Alkesh Gosalia ("PAC 10"), shall be classified as the Promoters and members of the Promoter group of the Company. Further, the proposed allottees namely Urvi Manish Kothari, Mili Saumil Shah and Fredun Nariman Medhora shall be classified as the public shareholders.