

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF INFINIUM PHARMACHEM LIMITED WILL BE HELD ON WEDNESDAY, OCTOBER 23, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT 38 G I D C SOJITRA TALUKA: SOJITRA DIST: ANAND, SOJITRA, GUJARAT, 387240 TO CONSIDER, INTER ALIA, THE FOLLOWING ITEMS:

SPECIAL BUSINESS:

1. TO ISSUE EQUITY SHARES BY WAY OF 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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations") as amended from time to time and subject to the listing agreements entered into by the Company with National Stock Exchange of India Limited ("NSE" or the "Stock Exchange") where the securities of the Company are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any, and subject to such

conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer issue and allot, in one or more tranches, up to 16,67,000 (Sixteen Lakh Sixty Seven Thousand only) **Equity Shares** of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of **Rs.246.57/-** (Rupees Two Hundred Forty Six and Fifty Seven Paise only) each (including premium of Rs. 236.57/- per share) each payable in cash, aggregating upto **Rs. 41,10,32,190.00 (Rupees Forty One Crore Ten Lakh Thirty Two Thousand One Hundred and Ninety Only)**, to the below mentioned proposed allottees (“Proposed Allotees”), on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as set out herein and as stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws:

LIST OF PROPOSED ALLOTTEES:

Sr. No.	Name of Proposed Allottee	Maximum number of Equity Shares to be allotted	Category
1	EVEREST FINANCE & INVESTMENT COMPANY REPRESENTED BY ASHISH AGARWAL	720,000.00	Public
2	ASHISH KACHOLIA	720,000.00	Public
3	RAHUL BATRA	20,000.00	Public
4	SUNIL S DAYMA	16,000.00	Public
5	POOJA PRAVIN RATHI	4,000.00	Public
6	AMAR AMARBAHADUR MAURYA	12,000.00	Public
7	INCIPIENCE DEALERS LLP	10,000.00	Public
8	DEEPAK JAIN	7,500.00	Public
9	RESHMA MANISH KUKREJA	10,000.00	Public
10	YASH MANOJ BAJAJ	4,000.00	Public
11	CHANDRAKALA SHRIVALLABH BAJAJ	10,000.00	Public
12	MANOJ S BAJAJ	6,000.00	Public
13	ANUPAM AGARWAL	10,000.00	Public
14	SAMEDH TRINITY PARTNERS REPRESENTED BY DEVANSH VAJANI	12,000.00	Public
15	GURVINDER SINGH	20,000.00	Public
16	USHA RAMCHANDRA LATH	20,000.00	Public
17	MAYVENN PARTNERS, REPRESENTED BY BHAVINI SHAH	6,000.00	Public
18	AKBARI PRATIKBHAI R	20,000.00	Public

19	ASHISH JERAMBHAI FALDU	6,000.00	Public
20	MOHANLAL NARSHIBHAI PATEL	10,000.00	Public
21	BHUMIKABEN VIRANI	6,000.00	Public
22	SHILPA PRAMOD YENGE	7,500.00	Public
23	ANJU AGRAWAL	10,000.00	Public
	Total	16,67,000	

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, **the Relevant Date** for determining the floor price for the preferential issue of the Equity Shares is Monday, **September 23, 2024**, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

- a) The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees’ bank account.
- b) The Equity Shares proposed to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The Equity Shares to be allotted to the Proposed allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the equity shares.

“RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the Equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

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

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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 (including for appointment of agencies, intermediaries and advisors for the Issue) 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 equity shares and listing of equity shares with the stock exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and 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 above resolution is in supersession of earlier resolution passed for issuance of convertible warrants which has been withdrawn and not acted upon.

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

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

**BY ORDER OF THE BOARD,
FOR, INFINIUM PHARMACHEM LIMITED**

Sanjaykumar
Viththalbhai Patel

Digitally signed by
Sanjaykumar Viththalbhai Patel
Date: 2024.10.01 18:20:02
+05'30'

**SANJAYKUMAR VITHTHALBHAI PATEL
MANAGING DIRECTOR
DIN: 00370715**

DATE : 01.10.2024

PLACE : SOJITRA, ANAND

NOTES

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
Every shareholder entitled to vote at a meeting of the company or any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours prior the time fixed for the commencement of meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that the notice regarding the same should be submitted in writing three days before the meeting date, mentioning the intention to inspect the proxies of the Company.
3. Corporate Members intending to appoint their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company or the Registrar and Share Transfer Agent M/s. Bigshare Services Private Limited, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Notice duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
6. In accordance with the amendments to Regulation 40 of the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in Demat form will improve ease; facilitate convenience and safety of transactions for investors.
7. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their concerned Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar and Share Transfer Agent, Bigshare Services Private Limited (RTA).
8. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by

electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

9. The voting period begins on 20th October, 2024 (10.00 A.M.) and ends on 22nd October, 2024 (5.00 P.M.). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th October, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

10. Shareholders are informed that voting shall be done by the means of polling paper at the Meeting's Venue. The Company will make the arrangements of polling papers in this regard at the Meeting's Venue.

11. The Company has appointed Mr. RAJESH TARPORA (Membership No.FCS-6165), Practicing Company Secretary, representing M/s. RTBR & ASSOCIATES, Company Secretaries to act as the Scrutinizer for conducting the electronic voting process and poll paper voting process in a fair and transparent manner.

12. The resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the poll paper voting indicates that the requisite majority of the Shareholders had assented to the resolution. However, Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.

13. The Scrutinizer shall after the completion of the voting, count the votes cast in favour or against and mention them in his report to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. After declaration, the voting result will be declared on the Company's website: <https://infiniumpharmachem.com/> besides communicating the same to CDSL and Bigshare Services Private Limited, Registrar and Share Transfer Agents on the said date and also to National Stock Exchange, SME Emerge Platform where the shares of the Company are listed.

14. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited, A-802, Samudra Complex, Girish Cold Drinks, Off C.G.Road, Navrangpura, Ahmedabad – 380009, Tel. NO. 079 40024135, Email: bssahd@bigshareonline.com and are also requested to immediately inform their change of address, e-mail address or consolidation of folios, if any to the Company's said Share Transfer Agent.

15. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar and Share Transfer Agents (RTA) of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 1st October, 2024. The Notice for Extra Ordinary General Meeting and the related documents will be available for inspection at the Registered Office of the Company on all working days between 10:00 A.M. to 12:00 Noon upto the date of Extra Ordinary General Meeting. The Notice of the Meeting is also displayed/posted on the websites of the Company <https://infiniumpharmachem.com/> and that of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.

17. Members are requested to bring their client ID and DP ID numbers and PAN No. for easy identification of attendance at the meeting.

18. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special business to be transacted at the meeting is annexed hereto.

19. A Route map showing directions to reach the venue of the Extra Ordinary General Meeting is given at the end of this EGM Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on 20th October, 2024 at 10:00 a.m. and ends on 22nd October, 2024 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 18th October, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.

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

- (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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000

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

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (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) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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; info@infiniumpharmachem.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As required by Section 102 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under the accompanying Notice:

ITEM 1

The Board of Directors of the Company (“Board”) at its meeting held on 1st October, 2024 subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have approved the proposal for raising of fund by issuance of upto 16,67,000 (Sixteen Lakh Sixty Seven Thousand only) **Equity Shares** of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of **Rs.246.57/-** (Rupees Two Hundred Forty Six and Fifty Seven Paise only) each (including premium of Rs. 236.57/- per share) each payable in cash, aggregating upto **Rs. 41,10,32,190.00 (Rupees Forty One Crore Ten Lakh Thirty Two Thousand One Hundred and Ninety Only)**, to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "Investors").

List of specified investors to whom the Equity Shares to be offered is provided here under:

Sr. No.	Name of Proposed Allottee	Maximum number of Equity Shares	Category
1	EVEREST FINANCE & INVESTMENT COMPANY REPRESENTED BY ASHISH AGARWAL	720,000.00	Public
2	ASHISH KACHOLIA	720,000.00	Public
3	RAHUL BATRA	20,000.00	Public
4	SUNIL S DAYMA	16,000.00	Public
5	POOJA PRAVIN RATHI	4,000.00	Public
6	AMAR AMARBAHADUR MAURYA	12,000.00	Public
7	INCIPIENCE DEALERS LLP	10,000.00	Public
8	DEEPAK JAIN	7,500.00	Public
9	RESHMA MANISH KUKREJA	10,000.00	Public
10	YASH MANOJ BAJAJ	4,000.00	Public
11	CHANDRAKALA SHRIVALLABH BAJAJ	10,000.00	Public
12	MANOJ S BAJAJ	6,000.00	Public

13	ANUPAM AGARWAL	10,000.00	Public
14	SAMEDH TRINITY PARTNERS REPRESENTED BY DEVANSH VAJANI	12,000.00	Public
15	GURVINDER SINGH	20,000.00	Public
16	USHA RAMCHANDRA LATH	20,000.00	Public
17	MAYVENN PARTNERS, REPRESENTED BY BHAVINI SHAH	6,000.00	Public
18	AKBARI PRATIKBHAI R	20,000.00	Public
19	ASHISH JERAMBHAI FALDU	6,000.00	Public
20	MOHANLAL NARSHIBHAI PATEL	10,000.00	Public
21	BHUMIKABEN VIRANI	6,000.00	Public
22	SHILPA PRAMOD YENGE	7,500.00	Public
23	ANJU AGRAWAL	10,000.00	Public

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. Except YASH MANOJ BAJAJ, MANOJ S BAJAJ and SHILPA PRAMOD YENGE, no other proposed allottees hold Equity Shares in the Company.
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)
7. Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Equity Shares to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs.41.10 crore by way of issuance of upto 16,67,000 (Sixteen Lakh Sixty Seven Thousand only) **Equity Shares** of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of **Rs.246.57/-** (Rupees **Two Hundred Forty six and Fifty Seven Paisa only**) each (including premium of Rs. 236.57/- per share) each payable in cash on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

(1) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors at its meeting held on 1st October, 2024 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue 16,67,000 (Sixteen Lakh Sixty Seven Thousand only) **Equity Shares** of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of **Rs.246.57/-** (Rupees Two Hundred Forty Six and Fifty Seven Paisa only) each (including premium of Rs. 236.57/- per share) each payable in cash, aggregating upto **Rs. 41,10,32,190.00 (Rupees Forty One Crore Ten Lakh Thirty Two Thousand One Hundred and Ninety Only)**, to the Investors, for cash consideration, by way of a preferential issue on a private placement basis.

(2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

a) 16,67,000 (Sixteen Lakh Sixty Seven Thousand only) **Equity Shares** of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of **Rs.246.57/-** (Rupees Two Hundred Forty Six and Fifty Seven Paisa only) each (including premium of Rs. 236.57/- per share) each payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding **Rs. 41,10,32,190.00 (Rupees Forty One Crore Ten Lakh Thirty Two Thousand One Hundred and Ninety Only)**.

(3) Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of Equity Shares for the below mentioned objects:

- To meet the capital expenditure towards expansion or new Projects or to meet working capital requirement.
- Investment in subsidiary company M/s Infinium Healthcare Pvt Ltd or the purposes of development of existing and new projects, either in the form of equity / quasi equity / unsecured loan
- Funding Joint Venture and Collaborations as a part of backward integration strategy.

Tentatively, the funds will be utilised within 6 months from the date of receipt of funds for the Equity Shares. However, clarity regarding the actual investment and time schedule will emerge only after the actual activities have started and therefore, the issue proceeds shall be utilised in such manner as may be determined by the Board including revising the time schedule and planned expenditure/ funding requirement from time to time. However, the Board will utilise funds within the any of the above objects mentioned only.

(4) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The equity shares of the company are listed on NSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 246.57 is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs.224.77/- per Equity Share.
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 246.57/- per Equity Share.
- Report of independent registered valuer:** *The valuation report from registered valuer is not statutorily required for the proposed allotment of Equity Shares as there is no change in control or allotment of more than 5% to any single allottee or any allottee alongwith persons acting in concert with him/her. However, the report from registered valuer has been obtained as required by Articles of Association and for the purpose of independent assessment of the fair value and as a matter of better compliance and transparency. Accordingly, the price of **Rs.246.57/-** (Rupees **Two Hundred Forty Six and Fifty Seven Paisa only**) of Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated September 24, 2024 issued by Manish Santosh Buchasia, Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12235), in accordance*

with Regulation 166A of the ICDR Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <https://infiniumpharmachem.com/investors/investor-update>

The Board proposes to issue Equity Shares at a price of **Rs.246.57/-** (Rupees **Two Hundred Forty Six and Fifty Seven Paisa only**) per share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering the current scenario of the Company.

(5) The price or price band at/within which the allotment is proposed:

The Equity Shares are proposed to be issued at a price of **Rs.246.57/-** (Rupees **Two Hundred Forty Six and Fifty Seven Paisa only**) per Equity Shares which consists of Rs.10/- (Rupee Ten Only) as face value and 236.57/- as a premium per Equity Share. Kindly refer to the above mentioned point no. (4) for the basis of determination of the price.

(6) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of Equity shares is 23rd September, 2024, being the date thirty days prior to the date of Extra Ordinary General Meeting.

(7) The class or classes of persons to whom the allotment is proposed to be made

The preferential Issue of Equity Shares is proposed to be made to the investors under the class/category as mentioned below:

Sr. No.	Name of Proposed Allottee	Maximum number of Equity Shares	Category
1	EVEREST FINANCE & INVESTMENT COMPANY REPRESENTED BY ASHISH AGARWAL	720,000.00	Public
2	ASHISH KACHOLIA	720,000.00	Public
3	RAHUL BATRA	20,000.00	Public
4	SUNIL S DAYMA	16,000.00	Public
5	POOJA PRAVIN RATHI	4,000.00	Public
6	AMAR AMARBAHADUR MAURYA	12,000.00	Public
7	INCIPIENCE DEALERS LLP	10,000.00	Public
8	DEEPAK JAIN	7,500.00	Public

9	RESHMA MANISH KUKREJA	10,000.00	Public
10	YASH MANOJ BAJAJ	4,000.00	Public
11	CHANDRAKALA SHRIVALLABH BAJAJ	10,000.00	Public
12	MANOJ S BAJAJ	6,000.00	Public
13	ANUPAM AGARWAL	10,000.00	Public
14	SAMEDH TRINITY PARTNERS REPRESENTED BY DEVANSH VAJANI	12,000.00	Public
15	GURVINDER SINGH	20,000.00	Public
16	USHA RAMCHANDRA LATH	20,000.00	Public
17	MAYVENN PARTNERS, REPRESENTED BY BHAVINI SHAH	6,000.00	Public
18	AKBARI PRATIKBHAI R	20,000.00	Public
19	ASHISH JERAMBHAI FALDU	6,000.00	Public
20	MOHANLAL NARSHIBHAI PATEL	10,000.00	Public
21	BHUMIKABEN VIRANI	6,000.00	Public
22	SHILPA PRAMOD YENGE	7,500.00	Public
23	ANJU AGRAWAL	10,000.00	Public

(8) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue.

(9) Proposed time frame within which the Preferential Issue shall be completed

In accordance with SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

(10) Principal terms of assets charged as securities

Not applicable.

(11) Shareholding pattern of the Company before and after the Preferential Issue

Please refer **Annexure - A** to this notice for details.

(12) Name and address of valuer who performed valuation:

The valuation was performed by Manish Santosh Buchasia, Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12235) having his office at 306, Gala Mart, Near Sobo Center, South Bopal, Ahmedabad – 380058, Gujarat

(13) Amount which the Company intends to raise by way of such securities

The Company intends to raise an amount of upto **Rs. 41,10,32,190/- (Rupees Forty One Crore Ten Lakh Thirty Two Thousand One Hundred and Ninety Only)** by way of issue of Equity Shares.

(14) Material terms of the proposed Preferential Issue of the Equity Shares.

The material terms of the proposed preferential Equity Shares are stipulated in the special resolution and in this explanatory statement as set out at Item No. 1 of this Notice.

(15) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No preferential allotment has been made to any person during the year during the current financial year. Resolution passed on 6th July, 2024 for issuance of convertible warrants has been withdrawn and not acted upon.

(16) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares 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 Company consequent to the Preferential Issue.

The Equity Shares are proposed to be allotted Non-Promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares are as under:

Name of the Proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding*		Ultimate beneficial owners
		Pre-issue holding	% of total Equity capital	Post issue holding	% of total equity capital	
EVEREST FINANCE & INVESTMENT COMPANY REPRESENTED BY ASHISH AGARWAL	Public	Nil	Nil	720,000.00	4.62	Sudarshan Agarwal
ASHISH KACHOLIA	Public	Nil	Nil	720,000.00	4.62	
RAHUL BATRA	Public	Nil	Nil	20,000.00	0.13	
SUNIL S DAYMA	Public	Nil	Nil	16,000.00	0.10	
POOJA PRAVIN RATHI	Public	Nil	Nil	4,000.00	0.03	
AMAR AMARBAHADUR MAURYA	Public	Nil	Nil	12,000.00	0.08	
INCIPIENCE DEALERS LLP	Public	Nil	Nil	10,000.00	0.06	Shivam Jhunjhunwala Pooja Jhunjhunwala
DEEPAK JAIN	Public	Nil	Nil	7,500.00	0.05	
RESHMA MANISH KUKREJA	Public	Nil	Nil	10,000.00	0.06	
YASH MANOJ BAJAJ	Public	2,000	0.01	6,000.00	0.03	
CHANDRAKALA SHRIVALLABH BAJAJ	Public	Nil	Nil	10,000.00	0.06	
MANOJ S BAJAJ	Public	2,500	0.01	8,500.00	0.05	
ANUPAM AGARWAL	Public	Nil	Nil	10,000.00	0.06	
SAMEDH TRINITY PARTNERS REPRESENTED BY DEVANSH VAJANI	Public	Nil	Nil	12,000.00	0.08	Ankit Ashit Thakkar Devansh Ajit Vajani Jinisha Pritesh Chheda Bhavi Devansh Vajani

GURVINDER SINGH	Public	Nil	Nil	20,000.00	0.13	
USHA RAMCHANDRA LATH	Public	Nil	Nil	20,000.00	0.13	
MAYVENN PARTNERS, REPRESENTED BY BHAVINI SHAH	Public	Nil	Nil	6,000.00	0.04	Bhavini Shah, JINISHA PRITESH CHHEDA & NIDDHI AJIT MOTWANI
AKBARI PRATIKBHAI R	Public	Nil	Nil	20,000.00	0.13	
ASHISH JERAMBHAI FALDU	Public	Nil	Nil	6,000.00	0.04	
MOHANLAL NARSHIBHAI PATEL	Public	Nil	Nil	10,000.00	0.06	
BHUMIKABEN VIRANI	Public	Nil	Nil	6,000.00	0.04	
SHILPA PRAMOD YENGE	Public	4,000	0.02	11,500.00	0.07	
ANJU AGRAWAL	Public	Nil	Nil	10,000.00	0.06	

(17) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue other than mentioned as above.

(18) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable. The consideration for issue of Equity Shares shall be paid in cash.

(19) Listing

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals.

(20) Lock-in Period

- The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to a period 90 trading days from the date allotment of Equity Shares as per the SEBI ICDR Regulations.

(21) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non- promoter/Public

Status of proposed allottees of Equity Shares:

Sr. No.	Name of Proposed Allottee	Current Status	Proposed Status
1	EVEREST FINANCE & INVESTMENT COMPANY REPRESENTED BY ASHISH AGARWAL	-	Public
2	ASHISH KACHOLIA	-	Public
3	RAHUL BATRA	-	Public
4	SUNIL S DAYMA	-	Public
5	POOJA PRAVIN RATHI	-	Public
6	AMAR AMARBAHADUR MAURYA	-	Public
7	INCIPIENCE DEALERS LLP	-	Public
8	DEEPAK JAIN	-	Public
9	RESHMA MANISH KUKREJA	-	Public
10	YASH MANOJ BAJAJ	Public	Public
11	CHANDRAKALA SHRIVALLABH BAJAJ	-	Public
12	MANOJ S BAJAJ	Public	Public
13	ANUPAM AGARWAL	-	Public
14	SAMEDH TRINITY PARTNERS REPRESENTED BY DEVANSH VAJANI	-	Public
15	GURVINDER SINGH	-	Public
16	USHA RAMCHANDRA LATH	-	Public
17	MAYVENN PARTNERS, REPRESENTED BY BHAVINI SHAH	-	Public
18	AKBARI PRATIKBHAI R	-	Public
19	ASHISH JERAMBHAI FALDU	-	Public
20	MOHANLAL NARSHIBHAI PATEL	-	Public
21	BHUMIKABEN VIRANI	-	Public
22	SHILPA PRAMOD YENGE	Public	Public
23	ANJU AGRAWAL	-	Public

(22) Undertakings

- a)** Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- i) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares.

(23) Company Secretary's Certificate

The certificate from Mr. Rajesh Tarpara Partner of M/s. RTBR & Associates, Practicing Company Secretary (ICSI Membership No.: F6165 CP No: 5785) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://infiniumpharmachem.com/>

(24) Other disclosures

- a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form

only.

- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the preferential issue is for a cash consideration.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of Equity Shares to the Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.1 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the directors, Key Managerial Personnel or their relatives there of are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 1 of this notice.

FOR INFINIUM PHARMACHEM LIMITED

Sanjaykumar
Sd/-
Viththalbhai Patel

Digitally signed by
Sanjaykumar Viththalbhai
Patel
Date: 2024.10.01 18:20:52
+05'30'

SANJAYKUMARVITHTHALBHAI PATEL

MANAGING DIRECTOR

DIN: 00370715

Date:01/10/2024

Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr No	Category of Shareholder(s)	Pre-Issue (as on 01.10.2024)		Post – Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	1,01,66,120	73.0528	1,01,66,120	65.2380
	Sub-Total (A)(1)	1,01,66,120	73.0528	1,01,66,120	65.2380
2	Foreign				
a)	Individual	0	0.000	0	0.000
b)	Bodies Corporate	0	0.000	0	0.000
	Sub- Total (A)(2)	0	0.000	0	0.000
	Total Promoters & Promoter Group Holding (A)	1,01,66,120	73.0528%	1,01,66,120	65.2380 %
B	Non-Promoters Holding				
1	Institutional Investors	0	0.000	0	0.000
a)	Mutual Funds	0	0.000	0	0.000
b)	Alternate Investment Funds	0	0.000	0	0.000
c)	Foreign Portfolio Investors / foreign body corporate	0	0.000	0	0.000
d)	Financial Institutions/ Banks	0	0.000	0	0.000
e)	Insurance Companies	0	0.000	0	0.000
	Sub-Total (B)(1)	0	0.000%	0	0.000%
2	Central Government/ State Government	0	0.000	0	0.000
	Sub-Total (B)(2)	0	0.000%	0	0.000%
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	19,85,000	14.2640	22,12,000	14.1948
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	13,54,000	9.7297	27,94,000	17.929
b)	NBFCs registered with RBI	0	0.000	0	0.000
c)	Any other, specify				
	Foreign National	0	0.000	0	0.000
	Hindu Undivided Family	2,16,500	1.5557	2,16,500	1.3893
	Non-Resident Indians	14,500	0.1042	14,500	0.0930
	Clearing Member	1,56,000	1.1210	1,56,000	1.0010
	Body Corporate	24,000	0.1725	24,000	0.154
	Sub-Total (B)(3)	37,50,000	26.9472	54,17,000	34.7619

	Total Public Shareholding (B)	37,50,000	26.9472	54,17,000	34.7619
	Total (A)+(B)	1,39,16,120	100.000	1,55,83,120	100.000
C	Shares held by custodians for ADR and GDR	0	0.000	0	0.000%
	Total (A)+(B)+(C)	1,39,16,120	100.000%	1,55,83,120	100.00%

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member Attending : _____

Name of Proxy: _____

Regd. Folio No. : _____ DP Id : _____

Client Id* : _____ No. Of shares held: _____

I hereby record my presence at the Extra ordinary General Meeting of the **INFINIUM PHARMACHEM LIMITED**, at PLOT 38 G I D C SOJITRA TALUKA: SOJITRA DIST: ANAND, SOJITRA, GUJARAT- 387240, on Wednesday, the 23rd October, 2024 at 11.00 A.M

Member's / Proxy's Signature

(To be signed at the time of handling over the slip)

Note:

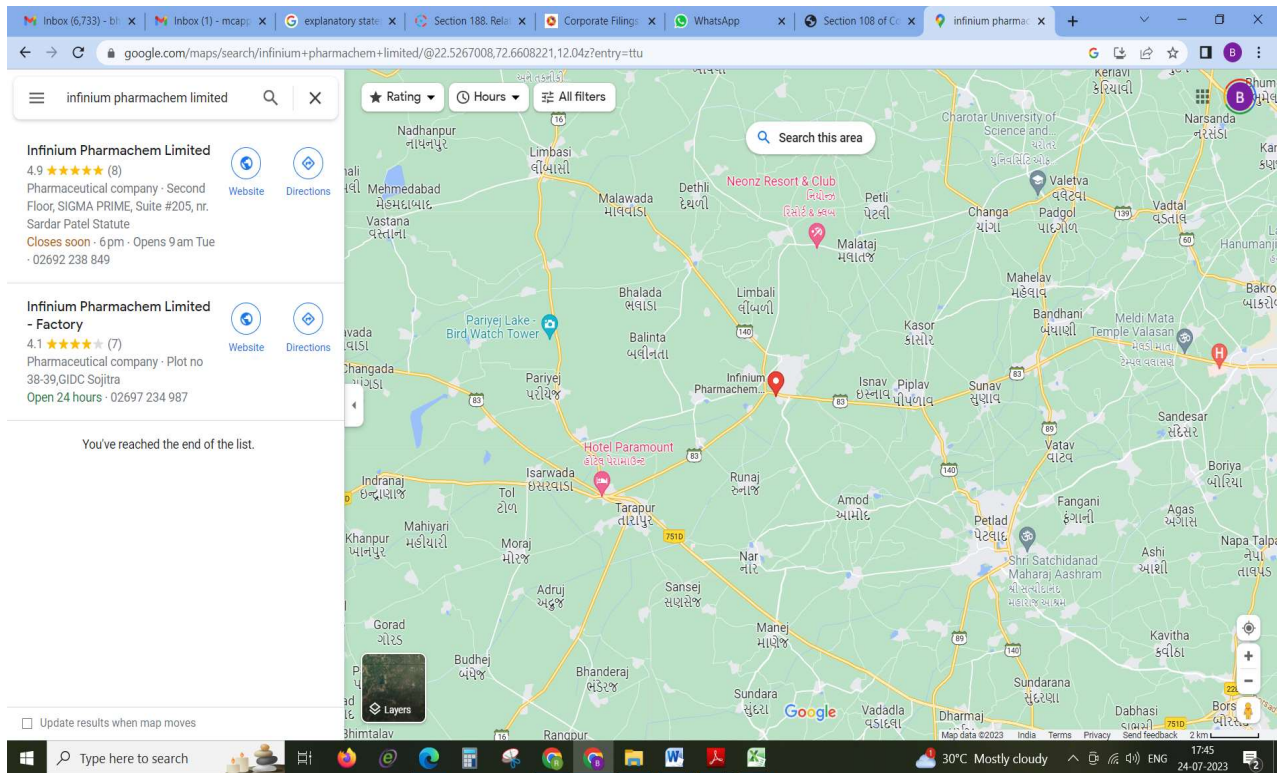
- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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**ROUT MAP OF EGM VENUE OF:
INFINIUM PHARMACHEM LIMITED**

EXTRAORDINARY GENERAL MEETING, Wednesday, 23rd October, 2024 AT 11.00



VENUE: PLOT 38 G I D C SOJITRA TALUKA: SOJITRA DIST: ANAND, SOJITRA, GUJARAT-387240

PROXY FORM
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of Member			
Registered Address			
Folio No/ Client ID		DP ID	
e-mail Id			

I/ We, being the member(s) of _____ shares of INFINIUM PHARMACHEM LIMITED, hereby appoint:

1. Name: _____

Address: _____

E-mail Id : _____

Signature: _____ or failing him/her

2. Name: _____

Address: _____

E-mail-Id: _____

Signature: _____ or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 23rd day of October, 2024 at 11.00 a.m. at Plot 38 G I D C Sojitra Taluka: Sojitra Dist: Anand, Sojitra, Gujarat, 387240 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Special Business			
1.	To Issue Equity Shares on a Preferential Basis		

Signed this _____ day of _____ 2024

Signature of the Shareholder
Signature of the Proxy holder(s)



Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- 2. Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.**
- 3. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**
- 4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**