

13th July, 2021

To,
The Manager
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/l,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051

Stock Code: VAISHALI

SUB: NOTICE OF EXTRAORDINARY GENERAL MEETING ON 05TH AUGUST, 2021

Dear Sir / Madam,

With reference to the captioned subject and pursuant to Regulation 30 of the SEBI Listing Regulations, this is to inform you that an Extra-ordinary General Meeting ('EOGM') of the Company will be held on Thursday, 05th August, 2021 at 11:00 a.m. IST through Video Conferencing / Other Audio Visual Means. Please find enclosed a copy of Notice of Extra-ordinary General Meeting together with explanatory statement thereto.

Notice of Extra – Ordinary General Meeting is being sent through electronic mode to all the shareholder of Company whose email addresses are registered with the Company or Depository Participant(s) as the requirement of sending physical copy of notice to shareholders has been dispensed with. Notice of EOGM is also made available on the Company's website at www.vaishalipharma.com.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EOGM) on the resolution as set out in the EOGM Notice. The e-voting shall commence on Monday, 02nd August, 2021 at 9:00 a.m. (IST) and will end on Wednesday, 04th August, 2021 at 5.00 p.m. (IST).

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For Vaishali Pharma Limited

Akshay Jharkhandi



Akshay Jharkhandi
Company Secretary & Compliance Officer

Place: Mumbai

Encl: - Notice of Extra – Ordinary General Meeting



Vaishali Pharma Ltd.

Registered Office: 706 to 709, 7th Floor, Aravali Business Center, R. C. Patel Road, Off Sodawala Lane, Borivali (West) Mumbai – 400 092 Telephone: 022242171819; Email: investor@vaishalipharma.com ; Website: www.vaishalipharma.com; CIN: L52310MH2008PLC181632

NOTICE

EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **Vaishali Pharma Limited** (“the Company”) will be held on Thursday, 05th August 2021 at 11.00 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 706 to 709, 7th Floor, Aravali Business Center, R. C. Patel Road, Off. Sodawala Lane, Borivali (West), Mumbai – 400 092.

SPECIAL BUSINESS:

ITEM NO.1

TO CONSIDER AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, if any under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to the approval of the members of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 11,00,00,000 /- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) equity shares of face value of Rs. 10/- each to Rs. 22,00,00,000/- (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) equity shares of face value of Rs. 10/- each by creation of additional 1,10,00,000 (One Crore Ten Lakhs) equity shares of face value of Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:

V. The Authorised Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crore only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only), with the power to the Board to divide the shares in the capital for the time being into several classes, to decide on the extent of variation in such rights and to classify and re-classify, from time to time, such shares into any class of shares and to attach

thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance the provisions of the Act, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the relevant provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors ('the Board'), which term shall include any Committee Authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

ITEM NO. 2

TO APPROVE THE CHANGE IN DESIGNATION OF MR. DEWANSH AJAY VASANI (DIN: 08111804), FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR AND FIX HIS REMUNERATION:

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

"RESOLVED THAT pursuant to the provisions of Section 152 and 197 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under read with Schedule V of the said Act and other applicable laws and regulations and based on the recommendation of the Nomination and Remuneration Committee, consent of the Members of the Company be and is hereby accorded to change the designation of Mr. Dewansh Ajay Vasani (DIN: 08111804), from Non – Executive Director to Executive Director of the Company, liable to retire by rotation of Directors, effective from 06th August, 2021 as well as the payment of Salary of Rs.1,00,000/- (Rupees One Lakh Only) per month and on such other terms and conditions as per Letter of Appointment given to Mr. Dewansh Ajay Vasani by the Company.

RESOLVED FURTHER THAT the above remuneration to be paid to Mr. Dewansh Ajay Vasani (DIN: 08111804), shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

Date: 10.07.2021
Place: Mumbai

By Order of the Board of Directors
For Vaishali Pharma Limited

sd/-
Akshay Jharkhandi
Company Secretary & Compliance Officer

Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Extra Ordinary General Meeting ('EGM') is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 20/2020 dated 05th May, 2020 that allows companies to hold EGM in the manner detailed in the General Circular No. 14/2020, dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with SEBI Circular: SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs physical attendance of the Members to the Extra Ordinary General Meeting (EGM) venue is not required and EGM be held through video conferencing (VC) or other audio visual means (OAVM) or transact items through postal ballot. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. In accordance with the said circulars of MCA, and applicable provisions of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the EGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the EGM through VC / OAVM facility and e-voting during the EGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No.23 below and is also available on the website of the Company at www.vaishalipharma.com.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this EGM is annexed.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs and provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csdishasha88@gmail.com with a copy marked to evoting@nsdl.co.in
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 30th July, 2021 to Thursday, 05th August, 2021 (both days inclusive).
7. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the statements including the Notice of EGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at

investor@vaishalipharma.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@vaishalipharma.com.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard. Members may also refer Company's website www.vaishalipharma.com for any queries.
10. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on investor@vaishalipharma.com.
11. During the EGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and other statutory documents shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
13. Members 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 details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Bigshare Services Private Limited in case the shares are held by them in physical form.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website.
15. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Bigshare Services Private Limited in case the shares are held in physical form.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Bigshare Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
18. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before 23rd July, 2021 through email on investor@vaishalipharma.com. The

same will be replied by the Company suitably.

19. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.vaishalipharma.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at <https://www.evoting.nsdl.com>.
20. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL
22. 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

- i. The remote e-voting period begins on Monday, 02nd August, 2021 at 09:00 A.M. and ends on Thursday, 04th August, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 29th July, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 29th July, 2021.
- ii. The Board of Directors has appointed Mrs. Disha Shah, Proprietor of M/s. Disha & Associates, (Membership Number A34831) Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
- iii. The Members who have cast 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.
- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular 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.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote

	E-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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.

HELPPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. NSDL AND CDSL.

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdish88@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide 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 investor@vaishalipharma.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting

or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views as a speaker/have questions may send their questions in advance by 29th July, 2021 mentioning their name demat account number/folio number, email id, mobile number at investor@vaishalipharma.com. The same will be replied by the company suitably.

C. OTHER INSTRUCTIONS

- i. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- ii. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.vaishalipharma.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

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

The following statement sets out all material facts relating to certain ordinary business and the special businesses mentioned in the accompanying Notice:

ITEM NO. 1: SPECIAL BUSINESS - ORDINARY RESOLUTION

The Authorised Share Capital of the Company presently stands at Rs. 11,00,00,000 /- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) equity shares of face value of Rs. 10/- each.

Over the years, the volume of business has been increasing constantly and the company has also embarked upon expansion plans. In order to expand the capital base, it is now proposed to increase the authorised equity share capital from the existing Rs. 11,00,00,000 /- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) equity shares of face value of Rs. 10/- each to Rs. 22,00,00,000 /- (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crores and Twenty Lakhs Only) equity shares of face value of Rs. 10/- each by creation of additional 1,10,00,000 (One Crore and Ten Lakhs Only) equity shares of face value of Rs. 10/- each.

Consequently, in order to reflect the proposed change in the Authorised Share Capital, Clause V of the Memorandum of Association is required to be altered.

Pursuant to the provisions of section 61(1)(a) of the Companies Act, 2013 such increase in the Authorised Share Capital of the Company requires approval of the Members of the Company.

The Board of Directors, therefore recommends the resolution as set out at the Items No. 1 of the Notice for the approval of the members.

None of the Directors / Key managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out in item nos. 1 of the Notice except to the extent of their shareholding, if any.

A copy of the Memorandum and Article of Association of the Company together with the proposed alteration is available for inspection by the member at the registered office of the Company between 11:00 am to 01:00 pm on all working days from the date hereof upto the date of the meeting.

ITEM NO. 2: SPECIAL BUSINESS - SPECIAL RESOLUTION

The members are apprised that Mr. Dewansh Ajay Vasani (DIN: 08111804) who was appointed as Non-Executive Director of the Company w.e.f. 26th April, 2018 in the EGM held on said date has shown his willingness to act as Executive Director of the Company.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 10th July, 2021 after considering vast experience of Mr. Dewansh Ajay Vasani in the field of Marketing and operational aspects of the Company, has decided to avail the expertise of Mr. Dewansh Ajay Vasani on regular basis. Hence, the Committee & the Board has proposed to appoint him as Executive Director of the company at a fixed remuneration of Rs.1,00,000/- (Rupees One Lakh only) per month and on such other terms and conditions as per Letter of Appointment given to Mr. Dewansh Ajay Vasani by the Company. The appointment of Mr. Dewansh Ajay Vasani as such shall take effect from 6th August 2021 and requires the approval of the Shareholders of the Company by way Special Resolution passed in the General Meeting as per provisions of section 152, and 197 and other applicable provisions, if any, of the Companies Act, 2013.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Dewansh Ajay Vasani from Non-Executive Director to Executive Director of the company at a fixed remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month and on such other terms and conditions as per Letter of Appointment.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Dewansh Ajay Vasani and their relatives, are in any way concerned or interested in the proposed appointment of Mr. Dewansh Ajay Vasani as Executive Director of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Additional information in respect of Mr. Dewansh Ajay Vasani, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given as under:-

The details of Directors as required under Secretarial Standard on General Meetings ("SS-2") and as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) is as mentioned below:

Name of Director	Mr. Dewansh Ajay Vasani
Brief Profile	Mr. Dewansh Vasani, aged 25 years, is the Non-Executive Director of the Company. He has a Bachelor Degree in Accounting and Finance and has more than seven years of experience in the field of Marketing. He successfully handled the trading of API's in the domestic market and maintaining customer relations.
Date of Birth	15 th August, 1995
Age	25 years
Nationality	Indian
Date of Appointment	6 th August 2021
Director Identification number	08111804
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Dewansh Vasani is :- Nephew of Mr. Atul Vasani; Nephew of Ms. Jagruti Vasani.
Expertise in specific functional area	Expertise in Marketing
Qualifications	Graduate
Directorships of other Boards as on 31st March, 2021	Nil
Experience	7 years
Terms and conditions of re-appointment	Terms of appointment are as per the provisions of the Companies Act, 2013

Remuneration sought to be paid	A fixed remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month and on such other terms and conditions as per Letter of Appointment.	
Remuneration last drawn	Financial Year	Remuneration
	2020 - 2021	Rs. 3,00,000/-
	2019 - 2020	NIL
	2018 - 2019	NIL
Number of Meetings of the Board attended during the Financial year 2020 - 2021	7	
Number of shares held in the Company (as on March 31, 2021)	1 shares	
Membership /Chairmanship of Committees of the Boards	<u>Chairmanship of :-</u> - Stakeholder Relationship Committee <u>Membership of :-</u> - Nomination and Remuneration Committee	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No Remuneration or other pecuniary relationship with the Company.	
Summary of the performance Evaluation Report	The Feedback received from the Directors reflected highly satisfactory performance	

Information about the General Information as per Schedule V

I. General Information	
Nature of Industry	Pharmaceuticals
Date or expected date of commencement of commercial production	From the time of incorporation (25.04.2008) of the Company, it is into trading of pharmaceutical products, hence, no commercial production is undertaken
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Financial performance based on given indicators	F.Y	2020 - 2021	2019 - 2020	2018 - 2019
	Net Worth	22,31,34,868	21,38,13,861	21,39,89,695
	Net Profit after tax	1,04,63,000	3,27,843	71,35,619
Foreign investments or collaborations, if any	Not Applicable			

II. Other Information	
1. Reasons for loss or Inadequate profits	Due to the COVID - 19 pandemic, the Company has incurred Inadequate profits.
2. Steps taken to or proposed to be taken for improvement	Management is working on remedial step as per government norms.
3. Expected increase in productivity and profits in measurable terms	The Management is expecting an increase in productivity & profits of about 20% - 30% respectively.

Date: 10.07.2021

Place: Mumbai

By Order of the Board of Directors
For Vaishali Pharma Limited,

sd/-
Akshay Jharkhandi
Company Secretary & Compliance Officer