



# GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice : +91-40-2784 9700 / 2784 2602 / 2784 4557

E-mail : [info@godavaridrugs.com](mailto:info@godavaridrugs.com) | Website : [www.godavaridrugs.com](http://www.godavaridrugs.com)

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***NOTICE OF 01<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING  
OF GODAVARI DRUGS LIMITED FOR FINANCIAL YEAR 2025-2026 WILL BE HELD ON  
THURSDAY, 12<sup>TH</sup> FEBRUARY, 2026 AT 11:00 A.M. THROUGH VIDEO CONFERENCING / OTHER  
AUDIO-VISUAL MEANS.***



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## NOTICE

**NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF GODAVARI DRUGS LIMITED WILL BE HELD ON THURSDAY, THE 12<sup>TH</sup> DAY OF FEBRUARY, 2026 AT 11:00 A.M. THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS:**

### SPECIAL BUSINESS:

#### 1. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER AND NON-PROMOTERS FOR CONSIDERATION IN CASH.

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 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) (“the Act”); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and/or any other competent authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Create, Offer, issue and allot not exceeding 25,96,935 (Twenty Five Lakhs Ninety Six Thousand Nine Hundred and Thirty Five) Equity Shares of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 89/- (Rupees Eighty-Nine Only) per Equity share (including a premium of Rs. 79/- per share) aggregating up to Rs. 23,11,27,215/- (Rupees Twenty Three Cores Eleven Lakhs Twenty Seven Thousand Two Hundred and Fifteen Only) to promoter and non-promoters as mentioned below (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws on such other terms and conditions as may be determined by the Board.”

### Details of Proposed Equity Allottees:

S No.	Name of the Proposed Allottee	Maximum No. of Equity Shares to be allotted
<b>Promoter Category</b>		
1.	Prashant Shrimal	1,12,360
<b>Non- Promoter Category</b>		
2.	Anushka Munjal Shah	1,12,360
3.	Kaajal Harsh Bhansali	84,270
4.	Amit Mahajan	28,090



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5.	Kaviraj Securities Private Limited	56,180
6.	Mahalaxmi Brokerage India Private Limited	28,090
7.	Ramesh Vyas	56,180
8.	Suryatej Advisors LLP	2,24,725
9.	Ananta More	56,180
10.	Sachin Kasera	2,24,725
11.	Raj Kumar Agarwal	28,090
12.	Rekha Bhartia	28,090
13.	Chancellor Commodeal Private Limited	56,180
14.	Marigold Partners	1,12,360
15.	Jigar Chandrakant Shah	28,090
16.	SVAN Investment Managers LLP	56,180
17.	SVAN Velocity Fund	1,12,360
18.	Ajay Girish Vora	56,180
19.	Ketan V Thakkar	1,68,540
20.	Bhavi Dev Karvat	1,12,360
21.	Nirmala Kabra	56,180
22.	Dinesh Lodha	56,180
23.	Deha C Mehta	28,090
24.	Kuldeep Sikarwar	28,090
25.	Satya Foundation	2,24,725
26.	Landmark IT Solutions Private Limited	56,180
27.	Inspirelabs Solutions Limited	56,180
28.	Laxmikavar Darda	1,12,360
29.	Yash Surana	1,12,360
30.	Kakani Bros	25,000
31.	Flyingbee Investment Fund	1,00,000
<b>Total</b>		<b>25,96,935</b>

**“RESOLVED FURTHER THAT** 25,96,935 (Twenty-Five Lakhs Ninety-Six Thousand Nine Hundred and Thirty-Five) equity shares be issued and allotted for consideration in cash to promoters and non-promoters as mentioned supra.”

**“RESOLVED FURTHER THAT** the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of equity shares is 13<sup>th</sup> January, 2026 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange.”

**“RESOLVED FURTHER THAT** the equity shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of Equity Shares.”

**“RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed Equity allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members.”



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**“RESOLVED FURTHER THAT** the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.”

**“RESOLVED FURTHER THAT** the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

**“RESOLVED FURTHER THAT** the Company shall apply for listing and trading of the equity shares issued on preferential basis to the Stock Exchanges and make an application to the Depositories for admission of the said equity shares.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required.”

## **2. TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTERS FOR CONSIDERATION IN CASH.**

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 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications or re-enactments thereof for the time being in force) (“the Act”), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), and the Stock Exchange(s) where the equity shares of the Company are listed (“Stock Exchange”), and/or any other competent authorities (collectively referred to as “Applicable Regulatory Authorities”), and subject to the Listing Agreement, entered into by the Company with the Stock Exchange, and subject to such approvals, consents, permissions, and/or sanctions, if any, as may be required from any Applicable Regulatory Authorities, and subject to such terms, conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, corrections, changes, and variations as the Board may deem fit in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to



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create, offer, issue, allot and deliver, in one or more tranches, up to 23,60,065 (Twenty Three Lakhs Sixty Thousand and Sixty Five) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 89/- (Rupees Eighty-Nine Only) per Warrant, with a right to convert each warrant into 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") with a premium of Rs. 79/- (Rupees Seventy-Nine Only) at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, for cash to the Promoters as detailed below ("Proposed Warrant Allottees"), on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members."

## Details of Proposed Warrant Allottees:

S No.	Name of the Proposed Allottee	Maximum No. of Warrants to be allotted
<b>Promoter Category</b>		
1.	Ghanshyam Jaju	1,80,000
2.	Kamala Jaju	3,00,000
3.	Mohit Jaju	4,00,065
4.	Priyanka Jaju	1,00,000
5.	Ieshir Jaju	2,00,000
6.	Mukund Kakani	4,69,000
7.	Sushma Kakani	4,23,000
8.	Tanushree Kakani	1,38,000
9.	Aksheit Kakani	1,50,000
<b>Total</b>		<b>23,60,065</b>

**"RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of the Equity Shares, shall be 13<sup>th</sup> January, 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting."

**"RESOLVED FURTHER THAT** the Equity Shares to be allotted to the Proposed Warrant Allottees upon conversion of warrants shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company from the date of allotment of the Equity Shares upon conversion in all respects including the payment of dividend and voting rights or any other corporate action/benefits and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to other terms as may be prescribed under applicable laws:

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
- b) Each Warrant shall entitle the warrant holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) including premium of Rs. 79/- per equity share (Rupees



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Seventy-Nine Only) at any time within 18 (Eighteen) months from the date of allotment of warrant (the "Warrant Exercise Period").

- c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
- d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
- e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like stock split, rights issue, etc.
- f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.
- g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
- h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
- i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period i.e., 18 months from the date allotment of warrant, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company automatically.
- j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.
- k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
- l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
- m) The Proposed Warrant Allottees shall be required to remit full consideration from their respective bank account into the designated bank account of the Company, for the allotment of Equity Shares upon conversion of warrants.
- n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.



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- o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines or any modifications thereof issued by SEBI or any other statutory authority as the case may be.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed warrant allottees through a private placement offer cum application letter in the format of Form PAS-4 immediately after the passing of this resolution, with the stipulation that allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required upon exercise of the Warrants by the holders.”

**“RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed warrants allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, or expedient, including but not limited to issuing clarifications, settling any doubts or questions, modifying terms, entering into agreements, obtaining listing and trading approvals, appointing intermediaries, and making necessary filings with the Registrar of Companies, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without seeking further approval from the Members.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required.”

**By Order of the Board  
For Godavari Drugs Limited**

Sd/-

**Venkatesh Achanta  
Company Secretary & Compliance Officer**

**Place: Hyderabad**

**Date: 15.01.2026**



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## EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

### ITEM NO. 1:

#### **TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS AND NON-PROMOTERS FOR CONSIDERATION IN CASH.**

The Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

The Board of Directors of the Company in their meeting held on 15<sup>th</sup> January, 2026 in accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, 25,96,935 (Twenty Five Lakhs Ninety Six Thousand Nine Hundred and Thirty Five) Equity shares of face value Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 89/- (Rupees Eight-Nine Only) per Share (Including a premium of Rs. 79/- (Rupees Seventy-Nine Only) aggregating to Rs. 23,11,27,215/- (Rupees Twenty-Three Crores Eleven Lakhs Twenty-Seven Thousand Two Hundred and Fifteen Only) for cash to the proposed allottees as detailed below ("Proposed Allottees"), on a preferential basis subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution no.1 for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may vary as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:**

**1. Objects of the preferential issue/particulars of the offer:** As detailed in Annexure I

**2. Maximum number of specified securities to be issued:**

The Board of Directors in its meeting held on 15.01.2026 has approved to issue not exceeding 25,96,935 (Twenty-Five Lakhs Ninety-Six Thousand Nine Hundred and Thirty-Five) of Rs. 10/- each to promoter(s) and non-promoters at an issue price of Rs. 89/- each aggregating up to Rs. 23,11,27,215/- (Rupees Twenty-Three Crores Eleven Lakhs Twenty-Seven Thousand Two Hundred and Fifteen Only) by way of preferential issue, subject to the approval of the members.

**3. Intent of the promoters or their associates and relatives, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:**

Except Mr. Prashant Shrimal, promoter/ promoter group of the Company, none of the promoters or their associates and relatives /Directors / KMP / Senior Management Personnel of the company, intends to subscribe to the equity shares of the Company.

**4. Shareholding pattern of the issuer before and after the preferential issue would be as follows:**



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Sl. No	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding*	
		No. of Equity shares	% of shares	Proposed preferential issue of convertible warrants	Proposed preferential issue of equity shares	No. of shares	% of Shares
<b>A</b>	<b>Promoters</b>						
1	Individuals /HUF	39,61,731	52.61	23,60,065	1,12,360	64,34,156	51.52
2	Body Corporate/ Trust	--	--	--	--	--	--
	<b>Sub-Total (A)</b>	<b>39,61,731</b>	<b>52.61</b>	<b>23,60,065</b>	<b>1,12,360</b>	<b>64,34,156</b>	<b>51.52</b>
<b>B</b>	<b>Non-Promoters</b>						
1	Institutions						
	A. Domestic	37,500	0.5	--	--	37,500	0.3
	B. Foreign	--	--	--	--	--	--
2	<b>Non-Institutions</b>						
(i)	Individuals	27,77,188	36.88	--	13,76,415	41,53,603	33.26
(ii)	NRIs	3,19,872	4.25	--	--	3,19,872	2.56
(iii)	Foreign Nationals	--	--	--	--	--	--
(iv)	Bodies Corporate	1,85,605	2.46	--	2,52,810	4,38,415	3.51
(V)	Any Other	2,48,604	3.3	--	8,55,350	11,03,954	8.84
	<b>Sub-Total (B)</b>	<b>35,68,769</b>	<b>47.39</b>	<b>--</b>	<b>24,84,575</b>	<b>60,53,344</b>	<b>48.48</b>
	<b>Grand Total (A+B)</b>	<b>75,30,500</b>	<b>100.00</b>	<b>23,60,065</b>	<b>25,96,935</b>	<b>1,24,87,500</b>	<b>100.00</b>

\* The post issue paid-up capital is arrived at after considering entire preferential allotments of Equity Shares proposed to be made under this notice, assuming full conversion of proposed issue of warrants and on fully diluted basis.

## 5. Time frame within which the preferential issue shall be completed and material terms:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

## 6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer



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## consequent to the preferential issue

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue.

S No .	Name of the Proposed Allottee	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		Proposed preferential issue of Equity shares	Post-Issue Holding*		Current Status / Category	Proposed Status / Category
			No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding		
1.	Prashant Shrimal	Prashant Shrimal	--	--	1,12,360	1,12,360	0.90	Promoter Group	Promoter Group
2.	Anushka Munjal Shah	Anushka Munjal Shah	--	--	1,12,360	1,12,360	0.90	Non-Promoter	Non-Promoter
3.	Kaajal Harsh Bhansali	Kaajal Harsh Bhansali	--	--	84,270	84,270	0.67	Non-Promoter	Non-Promoter
4.	Amit Mahajan	Amit Mahajan	--	--	28,090	28,090	0.22	Non-Promoter	Non-Promoter
5.	Kaviraj Securities Private Limited	Anoop J Purohit Damayanti K Purohit Santosh M Purohit Usha R Purohit	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
6.	Mahalaxmi Brokerage India Private Limited	Anurag Agarwal	--	--	28,090	28,090	0.22	Non-Promoter	Non-Promoter
7.	Ramesh Vyas	Ramesh Vyas	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
8.	Suryatej Advisors LLP	Girish Nilkanth Kulkarni Suryash Outsourcing Private Limited (Girish Nilkanth Kulkarni is beneficial owner)	--	--	2,24,725	2,24,725	1.80	Non-Promoter	Non-Promoter
9.	Ananta More	Ananta More	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
10.	Sachin Kasera	Sachin Kasera	--	--	2,24,725	2,24,725	1.80	Non-Promoter	Non-Promoter
11.	Raj Kumar Agarwal	Raj Kumar Agarwal	--	--	28,090	28,090	0.22	Non-Promoter	Non-Promoter
12.	Rekha Bhartia	Rekha Bhartia	--	--	28,090	28,090	0.22	Non-Promoter	Non-Promoter
13.	Chancellor Commodeal Private Limited	Nilam Sureka	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
14.	Marigold Partners	Sachin Kasera Kunal Khaneja	--	--	1,12,360	1,12,360	0.90	Non-Promoter	Non-Promoter
15.	Jigar Chandrakant Shah	Jigar Chandrakant Shah	--	--	28,090	28,090	0.22	Non-Promoter	Non-Promoter
16.	SVAN Investment Managers LLP	Jigar Chandrakant Shah Sachin Kasera Varsha Kasera	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
17.	SVAN Velocity Fund	Jigar Chandrakant Shah	--	--	1,12,360	1,12,360	0.90	Non-Promoter	Non-Promoter



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		Sachin Kasera Varsha Kasera							
18.	Ajay Girish Vora	Ajay Girish Vora	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
19.	Ketan V Thakkar	Ketan V Thakkar	--	--	1,68,540	1,68,540	1.35	Non-Promoter	Non-Promoter
20.	Bhavi Dev Karvat	Bhavi Dev Karvat	--	--	1,12,360	1,12,360	0.90	Non-Promoter	Non-Promoter
21.	Nirmala Kabra	Nirmala Kabra	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
22.	Dinesh Lodha	Dinesh Lodha	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
23.	Deha C Mehta	Deha C Mehta	--	--	28,090	28,090	0.22	Non-Promoter	Non-Promoter
24.	Kuldeep Sikarwar	Kuldeep Sikarwar	--	--	28,090	28,090	0.22	Non-Promoter	Non-Promoter
25.	Satya Foundation	Rajiv Kumar Gupta	--	--	2,24,725	2,24,725	1.80	Non-Promoter	Non-Promoter
26.	Landmark IT Solutions Private Limited	Ashok Kumar Reddy Varidhireddy Varidhireddy Radhakrishna Reddy Sridevi Medapati V Satyavathi	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
27.	Inspirelabs Solutions Limited	Ashok Kumar Reddy Varidhireddy Varidhireddy Radhakrishna Reddy	--	--	56,180	56,180	0.45	Non-Promoter	Non-Promoter
28.	Laxmikavar Darda	Laxmikavar Darda	--	--	1,12,360	1,12,360	0.90	Non-Promoter	Non-Promoter
29.	Yash Surana	Yash Surana	--	--	1,12,360	1,12,360	0.90	Non-Promoter	Non-Promoter
30.	Kakani Bros	Anand Kakani Akash Kakani	--	--	25,000	25,000	0.20	Non-Promoter	Non-Promoter
31.	Flyingbee Investment Fund	Flyingbee Investment Fund	--	--	1,00,000	1,00,000	0.80	Non-Promoter	Non-Promoter

\* The post issue paid-up capital is arrived at after considering entire preferential allotments of Convertible warrants and Equity Shares proposed to be made under this notice, assuming full conversion of proposed issue of warrants and on fully diluted basis.

## Change in control if any, in the Company that would occur consequent to the preferential issue:

Consequent to the proposed preferential allotment of equity shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

## 7. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018, issuer hereby undertakes that:



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1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. If the amount payable on account of the re-computation of price, if any is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

## 8. Practicing Company Secretary Certificate:

The Company has obtained a certificate dated 15.01.2026 from M/s. Aakanksha Dubey & Co., Practicing Company Secretaries certifying that the proposed issue is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address [www.godavaridrugs.com](http://www.godavaridrugs.com).

## 9. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on the BSE Limited and are frequently traded. The price has been determined in accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"). The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 13<sup>th</sup> January, 2026 i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting. The Articles of Association of the issuer does not provide for any method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:** As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as per the Valuation Report, the minimum price of equity share of the Company stands at Rs. 88.92/- per share against which it is proposed to issue equity shares at an issue price of Rs. 89/- each.

## Name and Address of Valuer who performed Valuation:

The Company has considered the Valuation Report dated 15.01.2026 issued by CA Gopavarapu Murali Reddy, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/02/2019/11566) having office at Flat No. 507, Everest Block 'C' Block, 5th Floor, Aditya Enclave, Mythivanam, Beside Ameerpet Metro Station, Hyderabad-500038. The valuation report of the Registered Valuer pursuant to Regulations 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link: [www.godavaridrugs.com](http://www.godavaridrugs.com).

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

Not Applicable as the allotment will be made for cash.

## 11. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.



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## **12. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

## **13. Lock-in Period:**

The equity shares to be allotted on preferential basis shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited, where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

## **14. Listing:**

The Company will make an application to BSE Limited at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

## **15. The 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:**

During the year, the Company has not made any preferential allotment.

## **16. Compliances:**

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

## **17. Other disclosures/undertaking:**

- a. Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- b. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.
- c. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- d. 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 are listed;



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- e. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;
- f. The Company is in compliance with the conditions for continuous listing;
- g. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
- h. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
- i. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
- j. No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.
- k. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

## 18. Monitoring Agency:

Since the issue size is below Rupees One Hundred Crores, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

## 19. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolutions, which would result in a further issuance of securities of the Company to non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Item No. 1 of the Notice.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolutions.



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## ITEM NO. 2:

### **TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS TO THE ON PREFERENTIAL BASIS TO THE PROMOTERS FOR CONSIDERATION IN CASH:**

The Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

The Board of Directors of the Company in their meeting held on 15<sup>th</sup> January, 2026 in accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, decided to issue and allot up to 23,60,065 (Twenty Three Lakhs Sixty and Sixty Five) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 89/- (Rupees Eighty-Nine Only) per Warrant, with each Warrant carrying a right to convert the warrant into 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") with a premium of Rs. 79/- (Rupees Seventy Nine Only) at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, for cash to the proposed promoters and non-promoters allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution no.2 for approval of the shareholders by way of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may vary as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:**

- 1. Objects of the Preferential Issue:** As detailed in Annexure I
- 2. The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:**

The Board of Directors of the Company at their meeting held on 15<sup>th</sup> January, 2026 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required, authorised the Board to create, offer, issue, and allot from time to time up to 23,60,065 (Twenty Three Lakhs Sixty and Sixty Five) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 89/- per Warrant for cash with a right to convert into 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") with a premium of Rs. 79/- (Rupees Seventy-Nine Only) at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants to the proposed allottees ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

- 3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are frequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"). The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 13<sup>th</sup> January, 2026 i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting. The Articles of Association of the issuer does not provide for any method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.



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**Pricing for allotment on preferential basis for allottees:** As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as per the Valuation Report, the price of equity share of the Company stands at Rs. 88.92/- per share against which it is proposed to issue Convertible Warrants at an issue price of Rs. 89/- each including premium of Rs. 79/- per equity share.

#### 4. Name and Address of Valuer who conducted Valuation:

The Company has considered the Valuation Report dated 15.01.2026 issued by CA Gopavarapu Murali Reddy, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/02/2019/11566) having office at Flat No. 507, Everest Block 'C' Block, 5th Floor, Aditya Enclave, Mythrivanam, Beside Ameerpet Metro Station, Hyderabad-500038. The valuation report of the Registered Valuer pursuant to Regulations 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link: [www.godavaridrugs.com](http://www.godavaridrugs.com).

#### 5. No. of Warrants and Amount which the Company intends to raise by way of issue of Warrants:

23,60,065 (Twenty-Three Lakhs Sixty and Sixty-Five) convertible warrants at an issue price of Rs. 89/- (Rupees Eighty-Nine Only) aggregating to Rs. 21,00,45,785/- (Rupees Twenty-One Crores Forty-Five Thousand Seven Hundred and Eighty-Five Only)

#### 6. Material terms of issue of Warrants/ Convertible Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
- b) Each Warrant shall entitle the warrant holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) at any time within 18 (Eighteen) months from the date of allotment of warrant (the "Warrant Exercise Period").
- c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
- d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
- e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like stock split, rights issue, etc.
- f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.



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- g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
- h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
- i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period i.e., 18 months from the date allotment of warrant, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company automatically.
- j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.
- k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
- l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
- m) The Proposed Warrant Allottees shall be required to remit full consideration from their respective bank account into the designated bank account of the Company, for the allotment of Equity Shares upon conversion of warrants.
- n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines or any modifications thereof issued by SEBI or any other statutory authority as the case may be.

**7. Principal terms of Assets charged as securities:** Not Applicable

**8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

Mr. Ghanshyam Jaju, Director & Promoter, Mr. Mohit Jaju, Whole-time director, Chief Financial Officer (CFO) & Promoter, Mr. Mukund Kakani, Managing Director & Promoter, Mrs. Kamala Jaju, Promoter, Ms. Priyanka Jaju, Promoter, Mr. Ieshir Jaju, Promoter Group, Mrs. Sushma Kakani, Promoter, Ms. Tanushree Kakani, Promoter and Mr. Aksheit Kakani, Promoter of the Company intend to subscribe to the convertible Warrants of the Company.

**9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of warrants as follows:**



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Sl. No	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding*	
		No. of Equity shares	% of shares	Proposed preferential issue of convertible warrants	Proposed preferential issue of equity shares	No. of shares	% of Shares
<b>A</b>	<b>Promoters</b>						
1	Individuals /HUF	39,61,731	52.61	23,60,065	1,12,360	64,34,156	51.52
2	Body Corporate/ Trust	--	--	--	--		
	<b>Sub-Total (A)</b>	<b>39,61,731</b>	<b>52.61</b>	23,60,065	1,12,360	<b>64,34,156</b>	51.52
<b>B</b>	<b>Non-Promoters</b>						
1	Institutions						
	A. Domestic	37,500	0.5	--	--	37,500	0.3
	B. Foreign	--	--	--	--	--	
2	<b>Non-Institutions</b>						
(i)	Individuals	27,77,188	36.88	--	13,76,415	41,53,603	33.26
(ii)	NRI's	3,19,872	4.25	--	--	3,19,872	2.56
(iii)	Foreign Nationals	--		--	--	--	
(iv)	Bodies Corporate	1,85,605	2.46	--	2,52,810	4,38,415	3.51
(V)	Any Other	2,48,604	3.3	--	8,55,350	11,03,954	8.84
	<b>Sub-Total (B)</b>	<b>35,68,769</b>	<b>47.39</b>	--	<b>24,84,575</b>	<b>60,53,344</b>	<b>48.48</b>
	<b>Grand Total (A+B)</b>	<b>75,30,500</b>	<b>100.00</b>	<b>23,60,065</b>	<b>25,96,935</b>	<b>1,24,87,500</b>	<b>100.00</b>

\* The post issue paid-up capital is arrived at after considering entire preferential allotments of Convertible warrants and Equity Shares proposed to be made under this notice, assuming full conversion of proposed issue of warrants and on fully diluted basis.

**10. Name and Identity of Proposed Warrant Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

S No.	Name of the Proposed Allottee	Name of the natural persons who are the ultimate	Pre-Issue Holding		Proposed preferential issue of convertible warrants	Post-Issue Holding*		Current Status / Category	Proposed Status / Category
			No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding		



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		beneficial owners							
<b>Promoter category</b>									
1.	Ghanshyam Jaju	Ghanshyam Jaju	3,50,000	4.65	1,80,000	5,30,000	4.24	Promoter	Promoter
2.	Kamala Jaju	Kamala Jaju	9,10,000	12.08	3,00,000	12,10,000	9.69	Promoter	Promoter
3.	Mohit Jaju	Mohit Jaju	5,35,000	7.10	4,00,065	9,35,065	7.49	Promoter	Promoter
4.	Priyanka Jaju	Priyanka Jaju	1,85,000	2.46	1,00,000	2,85,000	2.28	Promoter	Promoter
5.	Ieshir Jaju	Ieshir Jaju	0	0.00	2,00,000	2,00,000	1.60	Promoter Group	Promoter Group
6.	Mukund Kakani	Mukund Kakani	3,50,000	4.65	4,69,000	8,19,000	6.56	Promoter	Promoter
7.	Sushma Kakani	Sushma Kakani	11,55,000	15.34	4,23,000	15,78,000	12.64	Promoter	Promoter
8.	Tanushree Kakani	Tanushree Kakani	1,40,000	1.86	1,38,000	2,78,000	2.23	Promoter	Promoter
9.	Aksheit Kakani	Aksheit Kakani	3,26,000	4.33	1,50,000	4,76,000	3.81	Promoter	Promoter

\* The post issue paid-up capital is arrived at after considering entire preferential allotments of Convertible warrants and Equity Shares proposed to be made under this notice, assuming full conversion of proposed issue of warrants and on fully diluted basis.

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

The Preferential Allotment of Convertible Warrants is proposed to be made to Promoters and Promoter Group. Pursuant to the proposed investment and in accordance with Rule 14(1) of the Prospectus and Allotment Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**12. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Convertible Warrants shall be completed within a period of 15 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 days from the date of such approval(s) or permission(s).

**13. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There will be no change in management or control of the Company pursuant to the issue and allotment of Warrants and subsequent conversion of warrants into equity shares.

**14. 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:**

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

**15. Valuation for consideration other than cash:** Not Applicable

**16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

**17. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.



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## **18. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the Company, if any, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of convertible warrants on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

## **19. Lock-in:**

The Warrants and Equity Shares so to be allotted upon conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI ICDR Regulations.

## **20. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

## **21. Practicing Company Secretary Certificate:**

The Company has obtained a certificate dated 15.01.2026 from M/s. Aakanksha Dubey & Co., Practicing Company Secretaries certifying that the proposed issue is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address [www.godavaridrugs.com](http://www.godavaridrugs.com).

## **22. Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the Proposed Warrant Allottees in the company are in dematerialized form only;

## **23. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

## **24. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

## **25. Other disclosures/undertaking:**



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- i. 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 SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- ii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
  - c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity 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.
- iii. The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- iv. No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- v. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- vi. The Proposed Warrants Allottees have further confirmed that the Proposed Warrants Allottees shall be eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

## 26. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot Convertible Warrants as stated in the resolution, which would result in a further issuance of securities of the Company to promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Item No. 2 of the Notice.

Except Mr. Mohit Jaju, Whole-time director and CFO, Mr. Mukund Kakani, Managing Director and Mr. Ghanshyam Jaju, Director none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolutions.

**By Order of the Board  
For Godavari Drugs Limited**

Sd/-

**Venkatesh Achanta  
Company Secretary & Compliance Officer**

**Place: Hyderabad**

**Date: 15.01.2026**



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## Annexure I

The Company intends to utilize the proceeds from this Preferential Issue towards the following objects requirements:

S No.	Purpose	Amount (in Rs.)	Tentative timelines for utilization of Issue Proceeds
1.	Capital Expenditure for the purpose of manufacturing Active, pharmaceutical Ingredients and intermediates, specialty chemicals in various therapeutic categories including Anti HIV and CNS segments as detailed below: a) Civil construction for production blocks, utilities, platforms, supports, foundations for equipments including finishing consisting of flooring, painting, etc.;; b) Procurement and installation of equipments like reactors, heat exchangers, filtration equipments, dryers, pumps, pipelines and fittings, structural steel, safety equipments, fire fighting equipments, enhancement of capacity and upgradation of effluent treatment facilities, etc.;; c) Augmenting the electrical infrastructure right from incoming line from substation to transformer and distribution upto the equipments consisting of transformers, electrical pannels, cables, lighting, earthing, etc. Erection and commissioning of all the above.	11,00,00,000	24 months
2.	Working Capital Requirement	17,11,73,000	12 months
3.	Repayment of unsecured loans to promoters and / or Directors	16,00,00,000	18 months
<b>TOTAL</b>		<b>44,11,73,000</b>	

By Order of the Board  
For Godavari Drugs Limited

Sd/-

Venkatesh Achanta  
Company Secretary & Compliance Officer

Place: Hyderabad

Date: 15.01.2026



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## Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://godavaridrugs.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

**The remote e-voting period begins on Monday, 09<sup>th</sup> February, 2026 at 09:00 A.M. and ends on Wednesday, 11<sup>th</sup> February, 2026 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**



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record date (cut-off date) i.e. Thursday, 05<sup>th</sup> February, 2026, 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 Thursday, 05<sup>th</sup> February, 2026.

## 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.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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-</li></ol>







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	<p><b>Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



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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.
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**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. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

## 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*****.



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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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 Meeting".
3. Now you are ready for e-Voting as the Voting page opens.



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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 [vss.associate@gmail.com](mailto:vss.associate@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## 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 (Company email id).
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.com](mailto:evoting@nsdl.com) 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.



# GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

Voice : +91-40-2784 9700 / 2784 2602 / 2784 4557

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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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [sriram@godavaridrugs.com](mailto:sriram@godavaridrugs.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [sriram@godavaridrugs.com](mailto:sriram@godavaridrugs.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [sriram@godavaridrugs.com](mailto:sriram@godavaridrugs.com). These queries will be replied to by the company suitably by email.

**By Order of the Board  
For Godavari Drugs Limited**

Sd/-

**Venkatesh Achanta**

**Company Secretary & Compliance Officer**

**Place: Hyderabad**

**Date: 15.01.2026**