

For information to the Shareholders of the Company

**ADDENDUM TO THE NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING  
SCHEDULED TO BE HELD ON 26<sup>TH</sup> SEPTEMBER, 2022 (AGM)  
AT 3.00 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL  
MEANS (OAVM)**

In due compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder Oxygenta Pharmaceutical Limited ("the Company") circulated a Notice dated 03<sup>rd</sup> September 2022 ("AGM Notice") to all its shareholders for convening the AGM as mentioned above.

Certain inadvertent errors have been noticed in the Explanatory Statement annexed with the AGM Notice in respect of the special resolution (Item. no. 7,8 & 9 of the AGM Notice). Accordingly, vide this Addendum, we wish to inform our shareholders the explanatory statement part of the AGM Notice shall be read as under. Other contents of the AGM Notice remain unchanged.

This addendum shall form an integral part of AGM Notice and shall also be available at Corporate Announcement Section of the Company's website <http://oxygentapharma.com/>, on the website of and on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Place: Hyderabad  
Date: 21-09-2022

For **Oxygenta Pharmaceutical Limited**  
(formerly known as S.S. Organics Ltd.)

**SAI SUDHAKAR VANKINENI** Digitally signed by SAI  
SUDHAKAR VANKINENI  
Date: 2022.09.21 17:28:59  
+05'30'

Sai Sudhakar Vankineni  
Managing Director  
DIN: 00733001



### **ADDENDUM TO THE NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING**

Addendum to the Notice dated 03rd September, 2022 convening 29th Annual General Meeting of Oxygenta Pharmaceutical Limited ("Company") scheduled to be held on Monday, 26th September, 2022 at 03:00 p.m. through Video Conferencing / Other Audit Visual Means (VC/OAVM):

Notice is hereby given that pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following information is added in the aforesaid Notice of 29th AGM under Explanatory statement for Item No.7,8 & 9 and this addendum shall be deemed to be a part of the original Notice dated 03rd September, 2022 and the notes provided therein:

#### **SPECIAL BUSINESS:**

7. Ratification of Related Party Transactions entered during the F.Y. 2020-2021 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)

*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 the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the approval of the Audit Committee in their Meeting, the Material Related Party Transactions as entered into by the Company with Related Party in ordinary course of business and are at arm's length basis during the Financial Year 2020-2021 as detailed in the explanatory statement annexed to this notice, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2019-20 be and are hereby ratified and approved.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal.

8. Ratification of Related Party Transactions entered during the F.Y. 2021-22 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)

*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 the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the approval of the Audit Committee in their Meeting, the Material Related Party Transactions as entered into by the Company

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**OXYGENTA PHARMACEUTICAL LIMITED** (Formerly known as S.S ORGANICS LIMITED)

(An ISO 9001:2015, ISO 14001 : 2015 and OH&S ISO 45001:2018 Certified Company)

REGD. OFF & FACTORY: Sy. No. 252/1, Aroor (V), Sadasivapet (M), Sangareddy (Dist) – 502 291, Telangana, INDIA.

Tel: (08455) 250080, Fax: 08455-250090

Corp. Office: Plot No.43, Sy. No. 55 to 58, The Park View, 1st Floor, Lumbini Avenue, Gachibowli, Hyderabad – 500 032.

E-Mail id: cs@oxygentapharma.com, info@oxygentapharma.com. Website: www.oxygentapharma.com

CIN: L24110TG1990PLC012038



with Related Party in ordinary course of business and are at arm's length basis during the Financial Year 2021-22 as detailed in the explanatory statement annexed to this notice, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2020-21 be and are hereby ratified and approved.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal.

9. Approval for Related Party Transactions for the FY 2022-23 with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for providing loans/ financial assistance, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50 Crore (Rupees Fifty Crore only) for the financial year 2022-23, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."



**For and on behalf of the board**  
**Oxygenta Pharmaceutical Limited**  
(Formerly known as S.S. Organics Ltd.)

**Sd/-**

**Vankineni Sai Sudhakar**  
Chairman and Managing Director  
(DIN :00733001)

**Place: Hyderabad**  
**Date: 21-09-2022**



**Notes:**

1. In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 prevailing in India, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Ministry of Corporate Affairs (MCA) Circular No. No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 ('MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ('SEBI Circular'), the 34th Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM and physical attendance of Members at the AGM venue is not required. The Members can attend and participate in the AGM through VC/ OAVM only.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Business as proposed above to be transacted at the ensuing 34th AGM is annexed hereto
3. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
4. This addendum to the Notice of AGM is available on the website of the Company.
5. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 34th AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM.

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS  
OF SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No: 7 & 8**

The Company has entered into Related Party Transactions during the Financial Year 2020-21 & 2021-22 with Related Parties a brief summary of these transactions is given below:

Sr. No	Name(s) of the related party	Nature of Relationship	Type of contracts/ arrangements/ transactions	Total Value of all the Contracts
1	Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited)	Lender and Shareholder (pursuant to conversion of loan into equity)	Borrowings	Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only)

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits



prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm's length basis.

As per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 all related party transactions shall be considered as "Material" if the transaction entered with individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Related Parties for the Financial Year 2020-21 & 2021-22 is "Material" and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2019-20 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolutions.

Members may also please note that, the Company has allotted 35,00,000 (Thirty-five lakhs) equity shares of Rs. 10/- (Rupees Ten only) to M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited) vide board meeting dated 12<sup>th</sup> August, 2021 on preferential basis.

Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the Financial Year 2020-21 & 2021-22 as mentioned above if such Member is a related party.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No.7 & 8 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company.

***Except for Mr. Rajasekhar Reddy Puchakayala (DIN: 08766520) and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution 7 & 8.***

#### **Item No: 9**

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited) is likely to exceed the said threshold limit, and is expected to be around Rs. 50.00 Crore during the financial year 2022-23

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited) in the financial year 2022-23.



**Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution for approval of proposed related party transactions to be entered with Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited) for the FY 2022-23 as mentioned above if such Member is a related party.**

**Details of the proposed RPTs between the Company and Qemiq Pharma Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

Sr. No	Description	Details of proposed RPTs between the Company and TTL
1	A summary of the information provided by the management of the listed entity to the audit committee	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited), being lender and Shareholder (pursuant to conversion of loan into equity)
b.	Type, material terms and particulars of the proposed transaction	The Company and Qemiq Pharma Private Limited have entered into / propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding Rs. 50 crore. <ul style="list-style-type: none"> <li>Inter-corporate deposits taken / given.</li> </ul>
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	82.61%
2.	Justification for the proposed RPTs.	The aforementioned Loan arrangements between Company and Qemiq will help the company to ramp-up the expansion plans, financial needs of the Company for its manufacturing, working capital and day to day requirements from time to time. The Company will make payment to Qemiq as mutually agreement.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction.	Borrowed funds
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <p>a. Nature of indebtedness,</p>	<p>a. Secured/Unsecured loans depending on the requirement of the Company.</p> <p>b. 18% pa.</p>



	b. Cost of funds and c. Tenure.	c. 5 years from the date of agreement i.e 10 <sup>th</sup> Sept, 2020.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Secured/unsecured loans aggregating to but not exceeding Rs. 50 crore.  Tenure, Interest rate, Repayment schedule is as per the terms and conditions of agreement between both Companies and as mentioned above.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements, repayments of loans (if any) and repayment of statutory dues of the Company.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Rajasekhar Reddy Puchakayala, is common director on both of the Companies. His interest or concern or that of his relatives, is limited only to the extent of his holding directorship position in both the Companies.
6.	Any other information that may be relevant.	The Company vide its Board meeting dated 12 <sup>th</sup> August, 2021 allotted 35,00,000 equity shares of Rs. 10/- each pursuant to conversion of loan into equity to Qemiq Pharma Private Limited (formerly known as ARR Capital Investment Private Limited).

***Except for Mr. Rajasekhar Reddy Puchakayala (DIN: 08766520) and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution 9.***



**For and on behalf of the board  
Oxygenta Pharmaceutical Limited**  
(Formerly known as S.S. Organics Ltd.)  
**Sd/-**

**Vankineni Sai Sudhakar**  
Chairman and Managing Director  
(DIN :00733001)

**Place: Hyderabad**  
**Date: 21-09-2022**