

**October 5, 2023**

BSE Limited Department of Corporate Services, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 <b>Scrip Code No: 542665</b>	National Stock Exchange of India Limited Listing Department, Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 <b>Company Symbol: NEOGEN</b>
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**Sub: Notice of Extra Ordinary General Meeting**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the Notice convening the Extra Ordinary General Meeting (“**EGM**”) of the Company scheduled to be held on Saturday, October 28, 2023 at 3.00 p.m. IST through video conferencing / other audio visual means (“**VC/ OAVM**”) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and Securities and Exchange Board of India (“**SEBI**”) to transact the special business as set out in the Notice of the EGM dated Thursday, October 5, 2023. The Notice of EGM is being sent through email to the members whose email id is registered with the Company/Company’s Registrar and Transfer Agent (Link Intime India Private Limited) /Depository Participant(s) on Thursday, October 5, 2023 and it can also be accessed at the website of the Company at <https://neogenchem.com/announcements/> or the website of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) .

Key information pertaining to the EGM:

<b>PARTICULARS</b>	<b>DATE AND TIME</b>
Time and date of EGM	Saturday, October 28, 2023 at 3.00 p.m.
Cut-off date for the purpose of determining eligibility for E-voting	Friday, October 20, 2023
E-voting start time and date	Wednesday, October 25, 2023 at 9:00 A.M
E-voting end time and date	Friday, October 27, 2023 at 5:00 P.M
E-voting during the EGM start time and date	Saturday, October 28, 2023 at 3.00 p.m.
E-voting during the EGM end time and date	Saturday, October 28, 2023 on completion of 30 minutes from the time of the conclusion of the EGM.

The members are provided with the remote e-voting facility to cast their votes electronically on the resolution mentioned in the Notice of EGM, using the electronic voting platform provided by Link Intime India Private Limited.

The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, October 21, 2023 to Saturday, October 28, 2023 (both days inclusive) for the purpose of the EGM.

You are requested to kindly take the above information on record.

Thanking you,  
**For NEOGEN CHEMICALS LIMITED**

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**Unnati Kanani**  
**Company Secretary & Compliance Officer**  
**Membership No: ACS 35131**  
**Encl: A/a**



**NEOGEN**  
CHEMICALS LTD.

**NEOGEN CHEMICALS LIMITED**  
**CIN: L24200MH1989PLC050919**

**D-1002, 10<sup>TH</sup> Floor, Dev Corpora Bldg., Opp: Cadbury Co., Pokhran Road No. 2, Khopat, Thane- 400601,  
India**

**Tel: +91 22 2549 7300 Fax: +91 22 2549 7399 Email: [investor@neogenchem.com](mailto:investor@neogenchem.com) website:  
[www.neogenchem.com](http://www.neogenchem.com)**

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra Ordinary General Meeting (“**the EGM**”) of the members of **Neogen Chemicals Limited (“the Company”)** will be held on **Saturday, October 28, 2023 at 3.00 p.m.** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following Special business:

#### **SPECIAL BUSINESS:**

##### **1. Issuance of Equity Shares of the Company on Preferential Basis:**

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, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) on which the Equity Shares of the Company having face value of Rs. 10 each are listed, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Securities and Exchange Board of India (“**SEBI**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), the Government of India (“**GOI**”) and subject to the approvals, consents, permissions and/or sanctions, as may be required from the GOI, RBI, SEBI, Stock Exchanges, MCA and any other relevant statutory, governmental authorities or departments, institutions or bodies ( collectively referred to as “**Authorities**”) and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may constitute, to exercise one or more of its powers, including the powers conferred hereunder) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer, and allot up to 14,42,358 Equity Shares (“**Equity Shares**”) of



face value of Rs.10/- (Rupees Ten) each fully paid up at an issue price of Rs. 1754.07 per Equity Share including a premium of Rs. 1744.07 per Equity Share (as determined in accordance with the pricing guidelines prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulations and the valuation report issued in this respect by CA Subhas Hedge, Registered Valuer, proprietor of M/s. S.R. Hegde & Co. pursuant to regulation 166A of SEBI ICDR Regulation and duly approved by the Board in its meeting held on October 5, 2023) aggregating up to Rs. 2,52,99,96,897 (Rupees Two Hundred and Fifty-Two Crore Ninety-Nine Lakh Ninety Six Thousand Eight Hundred Ninety Seven only), for cash consideration on a preferential basis ("**Preferential Issue**"), and on such terms and conditions, as are stipulated in the explanatory statement attached and as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter V of SEBI ICDR Regulations, to the following proposed allottee's in the manner given below (collectively referred to as "**Proposed Allottee's**"):

<b>SR. NO.</b>	<b>NAME OF THE PROPOSED ALLOTTEES</b>	<b>CATEGORY (NON-PROMOTER)</b>	<b>NO. OF EQUITY SHARES PROPOSED TO BE OFFERED AND ALLOTTED</b>
1.	SBI Large and Midcap Fund	Non-Promoter	2,85,051
2.	SBI Contra Fund	Non-Promoter	2,22,340
3.	SBI Equity Savings Fund	Non-Promoter	62,711
4.	Quant Small Cap Fund	Non-Promoter	4,27,577
5.	TATA India Tax Saving Fund	Non-Promoter	1,99,536
6.	India Acorn Fund Limited	Non-Promoter	85,515
7.	Ashoka India Equity Investment Trust PLC	Non-Promoter	57,010
8.	Invesco India Small Cap Fund	Non-Promoter	57,010
9.	Alchemy Long term Ventures Fund	Non-Promoter	45,608
<b>TOTAL</b>			<b>14,42,358</b>

**RESOLVED FURTHER THAT** in terms of Regulation 161 of the SEBI ICDR Regulations, the "**Relevant Date**" for determining the Preferential Issue of the Equity Shares and for the purpose of calculating the price, be and is hereby fixed as Thursday, September 28, 2023, being the date 30 days prior to the date of Extraordinary General Meeting scheduled to be held on Saturday, October 28, 2023 to consider this Preferential Issue;

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) the Proposed Allottee's of Equity Shares shall be required to bring in the entire 100 % of the consideration for the Equity Shares to be issued and allotted, on or prior to the date of allotment thereof.
- b) the consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee's from their respective bank accounts.
- c) the pre-preferential shareholding of the Proposed Allottee's, if any, except pre- preferential shareholding held by Mutual Fund (investing through its various schemes) and Equity Shares proposed to be allotted shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- d) The Equity Shares so allotted to the Proposed Allottee's under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- e) the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only.



- f) the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- g) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares in all respects including as to dividend;
- h) no partly paid-up Equity Shares shall be issued / allotted.
- i) the Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of resolution by the Shareholders of the Company approving the Preferential Issue. Where the allotment of the Equity Shares is pending on account of pendency of any approval by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the Board or any Committee of the Board be and are hereby authorized to make an offer to each of the Proposed Allottee's through a private placement offer letter in Form PAS – 4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment of the said Equity Shares to the Proposed Allottee's would be made only upon receipt of the in-principle approval from the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, receipt of the consideration as aforesaid, receipt of permission from any regulatory or statutory authority and within the timelines prescribed under the applicable laws and to record the name and details of the Proposed Allottees in Form PAS-5;

**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottee's for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the Notice of the Extra-Ordinary General Meeting given to the Members;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board/Committee(s) of the Board, Director(s) or such authorized Officer(s) of the Company be and are severally hereby authorized to do all such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Equity Shares, and to give effect to these resolutions, without being required to seek any further consent or approval of the Members, including, without limitation, the following:

- (a) offer, issue and allot the Equity Shares, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance of the Equity shares, including among other things, number of Equity Shares to be issued and allotted, size of the issue, terms and conditions in connection with premium, pricing and / or finalizing the objects of the issuance and monitoring of the same;
- (c) approve, finalize, and execute offer document(s) (including, among other things, any draft offer document, offering circular, registration statement, placement document, information memorandum, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalize the application form(s), notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) approve, finalize, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and



arrangements, agreements, memoranda, documents, etc. in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required) and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Equity Shares, and to remunerate them by way of fees, commission, brokerage costs, charges and other expenses and also to reimburse them out of pocket expenses incurred by them in connection therewith;

**(e)** provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;

**(f)** seek any consents and approvals, including, among others, the consent(s) from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;

**(g)** file requisite documents/ forms/deeds/ declarations including filing of forms FC-GPR with the SEBI, Stock Exchanges, the GOI, the RBI, the MCA and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;

**(h)** seeking the listing of the Equity Shares on any stock exchange(s), submitting the listing application(s) to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);

**(i)** open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;

**(j)** approving the issue price and finalize allocation and the basis of allotment(s) of the Equity Shares on the basis of the applications thereof as received, where applicable;

**(k)** acceptance and appropriation of the proceeds of the issue of the Equity Shares;

**(l)** affix the common seal of the Company, as required, on any agreement(s), undertaking(s), deed(s) or other document(s), in the presence of any one or more of the Directors of the Company or any one or more of the officers of the Company as may be authorized by the Board in accordance with the Memorandum of Association and Articles of Association of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board, Director(s) or Officer(s) of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Stock Exchanges, Depositories, RBI, GOI and/ or such other Authorities as may be necessary for the purpose, issuing clarification on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), to resolve and settle any questions/difficulties that may arise with respect to the offer, issue and allotment of the said Equity Shares, including making an offer to the Proposed Allottee's, utilization of issue proceeds, signing of all deeds and documents as may be required, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to further delegate all or any of the power herein conferred and to authorize and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments or filings with any authorities and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Equity Shares, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so and to represent the Company before any Authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise;

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board  
For Neogen Chemicals Limited**

**Unnati Kanani  
Company Secretary & Compliance Officer  
Mem. No.: A35131**

**Place:** Thane

**Date:** October 5, 2023

**Regd. Office Address:**

Office No. 1002 10th Floor Dev Corpora  
Bldg., Opp. Cadbury Co, Pokhran Road No.2  
Khopat, Thane – 400601.  
**Tel:** +91 22 2549 7300 **Fax:** +91 22 25497399  
**Email:** [investor@neogenchem.com](mailto:investor@neogenchem.com)  
**Website:** [www.neogenchem.com](http://www.neogenchem.com)  
**CIN No.:** L24200MH1989PLC050919

**Notes:**

1. Pursuant to the General Circular numbers 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 02/2022 and 03/2022 dated May 5, 2022, 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, 19/2021 dated December 8, 2021, 17/2020 dated April 13, 2020, 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CMD1/CIR/ P/ 2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “**the Circulars**”), and in compliance with the provisions of the Companies Act, 2013 (“**Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation,



2015 (“**Listing Regulations**”) companies are allowed to hold EGM through video conferencing (VC) or OAVM (other Audio Video Means), without the physical presence of members at a common venue. In compliance with the Circulars, the EGM of the members of the Company is being held through VC or OAVM. Hence Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM forms part of these notes. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Guidance/Clarification dated April 15, 2020, issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.

2. In terms of Section 102 of the Companies Act, 2013 (“**the Act**”) and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning special business under item no. 1 to be transacted at the EGM is annexed and forms part of this Notice.
3. Since the EGM will be held through VC/ OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice and accordingly the facility for appointment of proxies by the members will not be available and physical attendance of Members has been dispensed with. Participation of members through VC/OAVM will be counted for the purpose of determining quorum for the EGM as per section 103 of the Act.
4. Members who have questions or seeking clarifications on the Agenda item as contained in this Notice are requested to send e-mail to the Company on [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Friday, October 27, 2023 to enable the Company to compile and provide replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process.
5. The Company will allot time for members to express their views or give comments during the meeting. The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID- [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Friday, October 27, 2023. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
6. Institutional/ Corporate members are encouraged to attend and vote at the EGM through VC/ OAVM. Institutional/ Corporate members intending to appoint their authorized representatives to participate and vote at the meeting are requested to send a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format by an email marked to the Company at [investor@neogenchem.com](mailto:investor@neogenchem.com) , to the Scrutinizer at [devendracs@gmail.com](mailto:devendracs@gmail.com) with a copy to the Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited (“**the RTA**”) at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) /[instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
7. The Register of Directors & Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act and all the documents referred to in notice, will be available for inspection by

the members in electronic mode from the date of circulation of this Notice up to the date of this EGM, i.e. Members seeking to inspect such documents can send their requests via an email to the Company at [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Friday, October 27, 2023.

- All communications including Notice of the EGM and instructions for e-voting, are being sent by an electronic mode to those members whose email address are registered with the Company/Depository Participant (s). A copy of the Notice convening the EGM will be available on the Company's website at <https://neogenchem.com/announcements/> and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of RTA at <https://instavote.linkintime.co.in>.

Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.

- In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- The Register of Members of the Company shall remain closed from Saturday, October 21, 2023 to Saturday, October 28, 2023 (both days inclusive).

**Voting through electronic mode:**

1. In compliance with the provisions of Section 108 of the Act and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), re-enactment(s) or substitution(s) thereof for the time being force), Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to cast their right to vote electronically from the place other than venue of the EGM ("**remote e-voting**") and Remote E-voting during the EGM using an electronic voting system provided by the RTA for all the members of the Company to enable them to cast their vote electronically, on the business items set forth in the notice of the EGM and the business may be transacted through such remote e-voting. For voting electronically, the process and manner for generating/receiving the password and cast vote(s) in a secure manner, instructions are provided in the process for e-voting forming part of this notice.

2. The facility of e-voting during the EGM will be available only to the members who have not casted their vote through remote e-voting during the E-voting period. Members who have casts their vote by remote e-voting prior to EGM may participate in the EGM through VC/ OAVM but shall not be entitled to cast their vote again.

3. The voting on the proposals contained the Notice of EGM will be conducted as under:

a. The members who have registered their email addresses with the Company / their depository can cast their vote through remote e-voting or through the e-voting during the EGM using the process mentioned below for e-voting through electronic system means.





b. The members who are holding shares in physical form and who have not registered their email ID with the Company, can write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by providing their name and folio number and obtain default PAN (if PAN is not registered with the Company) for the purpose of e-voting at RTA portal and exercise their vote either through remote e-voting or e-voting during the EGM. The credentials will be provided to the members after verification of all details.

4. The remote e-voting period commences on Wednesday, October 25, 2023 at 9:00 A.M. and ends on Friday, October 27, 2023 at 5:00 P.M. During this period, the Members holding shares in the Company, as on the cut-off date being Friday, October 20, 2023 may cast their vote by electronic means in the manner and process set out herein below:

- a. The voting rights of members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, October 20, 2023. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting through e-voting during the EGM.
- b. Once the vote on resolution is cast by Members through remote e-voting, he/she/it shall not be allowed to change it subsequently.

Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice through electronic means and holding shares as on the cut-off date i.e. Friday, October 20, 2023 may refer to the Notice of EGM of the Company, posted on Company's website <https://neogenchem.com/announcements/> for detail procedure with regards to remote e-voting and will have to login at the portal of respective depositories for e-voting (namely **NSDL IDeAS** or **CDSL Easi / Easiest**) with which they are holding securities in demat mode and If the user is not registered for NSDL IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> and in case if the user is not registered for CDSL Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/home/login>. In case of any queries or technical issues regarding login through depository contact **NSDL helpdesk** by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30 and **CDSL helpdesk** by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22- 23058542-43 and for queries/technical issues relating to Insta Vote e-voting, members may refer the Frequently Asked Questions ('FAQs') and Insta Vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000 providing details, such as, name of the Member, DPID / Client ID no. and name of the Company.

Any person who ceases to be a member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

5. The voting during the EGM will begin on Saturday, October 28, 2023 at 3.00 p.m. and will end on completion of 30 minutes from the time of the conclusion of the EGM. Within this period, all members who are present at the EGM through VC facility and who have not exercised their vote through remote e-voting during the E-voting Period prior to EGM and are otherwise not barred from doing so, shall be allowed to e-vote during the EGM.

The facility for e-voting during the EGM is available only to those members participating in the meeting through VC facility. If a member has exercised his / her vote during the EGM through e-voting but not attended the EGM through VC facility, then the votes casted by such member shall be considered invalid. If a member cast votes by both the modes, then voting done through remote e-voting shall prevail and vote cast through E-voting during the EGM shall be treated as invalid.

6. The Board of Directors has appointed Devendra Deshpande, Company Secretary, proprietor of Devendra Deshpande & Associates, Company Secretaries, Pune, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM process in a fair and transparent manner. The Scrutinizer shall submit his/her report, to the Chairman or any person authorized by him, on the votes cast in favor or against, if any, within 48 hours from the conclusion of Meeting.

7. The results declared along with the consolidated Scrutinizer's Report and the recorded transcript of the meeting shall be uploaded at the website of the Company <https://neogenchem.com/announcements/> and on the website of the RTA at <https://instavote.linkintime.co.in> and the results shall simultaneously be communicated to the Stock Exchanges.

**Process for e-voting:**

The Company has signed an agreement with the RTA for facilitating e-voting to enable the members to cast their vote electronically. Each voter may follow the following steps while e-voting:

**The instructions for members voting electronically are as under:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

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



company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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.
3. 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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



**Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:**

1. The members who wish to speak at the EGM need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID, [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Friday, October 27, 2023.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

**Instructions for Shareholders/ Members to Speak during the EGM through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID- [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Friday, October 27, 2023.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote.”
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

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

The following explanatory statement sets out all material facts in respect of Item no. 1 of the accompanying notice:

**ITEM NO.1**

**Issuance of equity shares of the Company on preferential basis:**

The Company is in the business of manufacturing Specialty Chemicals. The Company anticipates growth opportunities in its existing organic/ inorganic business and continues to evaluate various avenues for growth and expansion of its battery material business. An equity infusion will also strengthen the Company's balance sheet and reduce the finance cost of the Company. Accordingly, subject to compliance with applicable law, the Company proposes to raise capital for the purposes of Investment in Subsidiaries, meeting working capital requirements, and general corporate purposes, as may be approved by the Board of Directors of the Company.

The proceeds from the issue of Securities shall be utilized for any of the aforesaid purposes to the extent permitted by law.

The Board of Directors of the Company (hereinafter referred to as "**the Board**"), has explored various options and the Board at their meeting held on October 5, 2023, has approved the proposal to raise funds by way of issue of up to 14,42,358 equity shares of the Company having face value of Rs. 10 each ("**Equity Shares**") on a preferential basis at a price of Rs. 1,754.07 per Equity Share including premium of Rs. 1,744.07 per Equity Share ("**Issue Price**") ("**Preferential Issue**") subject to necessary approval(s), for cash and on such terms and conditions in accordance with the provisions of SEBI ICDR Regulations.

The floor price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is Rs. 1,754.07 per Equity Share. The said Preferential Issue of Equity Shares is being made to the following Allottees (collectively referred to as the "**Proposed Allottee's**"):

<b>Name of Proposed Allottee's</b>	<b>Maximum number of Equity Shares to be offered</b>
SBI Large and Midcap Fund	2,85,051
SBI Contra Fund	2,22,340
SBI Equity Savings Fund	62,711
Quant Small Cap Fund	4,27,577
TATA India Tax Saving Fund	1,99,536
India Acorn Fund Limited	85,515
Ashoka India Equity Investment Trust PLC	57,010
Invesco India Small Cap Fund	57,010
Alchemy Long term Ventures Fund	45,608
<b>Total</b>	<b>14,42,358</b>



In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations”), approval of members of the Company (“Members”) by way of a special resolution (“Special Resolution”) is required for the Preferential Issue.

Terms of Issue of Equity Shares: (i) All Equity Shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association & Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company (ii) the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations (iii) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

**i. The objects of the preferential issue:**

The Company shall utilize the proceeds from the Preferential Issue of Equity Shares for: -

- a) Investment in Wholly owned subsidiaries.
- b) Meeting working capital requirements.
- c) general corporate purposes.

**Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:**

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. no.	Objects of an issue	Range in Rs. Crores	Utilisation timeline	Reason for giving the range
1	Investment in wholly owned subsidiaries	100 - 125	1 - 12 months	Company envisages growth in Battery Chemical business and to meet the growth initiatives it intends to invest funds by way of equity / loans into its wholly owned subsidiaries.
2	Meeting Working capital requirements	75 - 100	1 - 6 months	Deploy the available funds in lowering working capital utilisation.

3	General corporate purposes	50 - 60	1 - 12 months	Deployment under this head will vary depending upon requirement of the Company. The management of the Company shall have the flexibility in utilising sums allocated towards this purpose.
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\*The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

**i. Particulars of the Preferential Issue including date of passing of Board resolution, Maximum Number of Equity Shares to be offered, Amount which the Company intends to raise by way of such securities/ size of the issue:**

The Board at its meeting held on October 5, 2023, has, subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, i.e., the issuance of up to 14,42,358 Equity Shares at a price of Rs. 1,754.07 per Equity Share including premium of Rs. 1,744.07 per Equity Share, aggregating to Rs. Rs. 2,52,99,96, 897 (Rupees Two Hundred and Fifty-Two Crore Ninety-Nine Lakh Ninety-Six Thousand Eight Hundred Ninety Seven only), for cash consideration, on a preferential basis.

**ii. The price or price band at which the allotment is proposed:**

Rs. 1,754.07 per Equity Share including premium of Rs. 1,744.07 per Equity Share which is not lower than the floor price i.e. Rs. 1754.07 calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations.

The Valuation report issued in this respect by CA Subhas Hedge, Registered Valuer, proprietor of M/s. S.R. Hegde & Co. and duly approved by the Board in its meeting held on October 5, 2023 is made available at the website of the Company at <https://neogenchem.com/announcements/>

**iii. Basis on which the price has been arrived at:**

The equity shares of Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges") and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price per Equity Share, the NSE, being the stock exchange with higher trading volumes for the preceding ninety trading days prior to

Relevant Date i.e., Thursday, September 28, 2023, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The SEBI (ICDR) Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date

Considering that the allotment shall be more than 5% of the post-issue fully diluted share capital of the Company, to the Proposed Allottee, the price of Rs. 1,754.07 (Rupees One Thousand Seven Hundred Fifty Four and seven paise only) of the Equity Shares to be issued and allotted to the Proposed Allottee has been determined taking into account the valuation report dated October 5, 2023 issued by CA Subhas Hedge, Registered Valuer, proprietor of M/s. S.R. Hegde & Co., in accordance with Regulation 166A of the SEBI (ICDR) Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at the link <https://neogenchem.com/announcements/>

Accordingly, the floor price of the Equity Shares proposed to be allotted pursuant to the Preferential Issue which has been determined in accordance with Regulation 164 of the SEBI ICDR Regulations is Rs. 1754.07 per Equity Share. The price at which the Equity Shares are proposed to be allotted to each of the Proposed Allottee's pursuant to the Preferential Issue is Rs. 1754.07 per Equity Share (including premium of Rs. 1744.07 per Equity Share) which is not less than the floor price determined in the manner set out above.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Equity Shares to be allotted under the preferential issue.

**iv. Monitoring of Utilization of Funds:**

As the issue size is more than Rs. 100 Crore (Rupees One Hundred Crore Only), the Company is required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI (ICDR) Regulations and accordingly the Board of Directors of the Company has in its meeting held on October 5, 2023 appointed CRISIL Ratings Limited as the Monitoring agency in terms of 162 A of the (SEBI ICDR) Regulations.

**v. The relevant date on the basis of which price has been arrived at:**

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is Thursday, September 28, 2023 ("**Relevant Date**"), being 30 days prior to the date of Extraordinary General Meeting i.e., Saturday, October 28, 2023, at 3.00 p.m. to consider the Preferential Issue.

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

The preferential issue of Equity Shares is proposed to be made to the Proposed Allottee, which belongs to the Non-Promoter Category group. The Company has obtained the PAN of all the Proposed Allottees.



<b>SR. NO.</b>	<b>NAME OF THE PROPOSED ALLOTTEES</b>	<b>CATEGORY (NON-PROMOTER)</b>	<b>MAXIMUM NO. OF EQUITY SHARES PROPOSED TO BE OFFERED AND ALLOTTED</b>	<b>TOTAL AMOUNT IN RS.</b>
1.	SBI Large and Midcap Fund	Mutual Fund	2,85,051	49,99,99,408
2.	SBI Contra Fund	Mutual Fund	2,22,340	38,99,99,924
3.	SBI Equity Savings Fund	Mutual Fund	62,711	10,99,99,484
4.	Quant Small Cap Fund	Mutual Fund	4,27,577	74,99,99,988
5.	TATA India Tax Saving Fund	Mutual Fund	1,99,536	35,00,00,112
6.	India Acorn Fund Limited	FPI-I	85,515	14,99,99,296
7.	Ashoka India Equity Investment Trust PLC	FPI-I	57,010	9,99,99,531
8.	Invesco India Small Cap Fund	Mutual Fund	57,010	9,99,99,531
9.	Alchemy Long term Ventures Fund	AIF	45,608	7,99,99,625
TOTAL			<b>14,42,358</b>	<b>252,99,96,897</b>

- vii. **Identity of proposed allottee's (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.:**

<b>Sr. No.</b>	<b>Name and Address of Proposed Allottee's</b>	<b>Category (Non Promoter)</b>	<b>Identity of Natural Person who are the Ultimate Beneficial Owner.</b>	<b>Pre- Preferential Issue Shareholding (as on 30.09.2023)</b>		<b>Post-Preferential Issue Shareholding</b>	
				<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
1.	SBI Large and Midcap Fund	Mutual Fund	N.A.	6,50,000	2.61%	9,35,051	3.54%
2.	SBI Contra Fund	Mutual Fund	N.A.	5,85,801	2.35%	8,08,141	3.06%
3.	SBI Equity Savings Fund	Mutual Fund	N.A.	1,50,000	0.60%	2,12,711	0.81%
4.	Quant Small Cap Fund	Mutual Fund	N.A.	0	0	4,27,577	1.62%
5.	TATA India Tax Saving Fund	Mutual Fund	N.A.	0	0	1,99,536	0.76%
6.	India Acorn Fund Limited	FPI-I	Juan Fadrique Arias-Davila Serrat- Valera	0	0	85,515	0.32%
7.	Ashoka India Equity Investment Trust PLC	FPI-I	N.A.	0	0	57,010	0.22%
8.	Invesco India Small Cap Fund	Mutual Fund	N.A.	1,18,930	0.48%	1,75,940	0.67%
9.	Alchemy Long term Ventures Fund	AIF	N.A.	0	0	45,608	0.17%

**viii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company, is intending to participate/subscribe to any of the Equity Shares to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**ix. The proposed time within which the allotment shall be completed:**

As required under Chapter V of the SEBI ICDR Regulations, the Equity Shares to be allotted to each of the Proposed Allottee's pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee's is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**x. Certificate from Practicing Company Secretary:**

The Certificate issued by DVD & Associates., Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be made available for inspection by the members during the Meeting and will also be made available on the Company's website and will be accessible at <https://neogenchem.com/announcements/>

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

There shall be no change in the management or control of the Company pursuant to the Preferential Issue.

**xii. 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:**

Nil

**xiii. 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 Company has not proposed to issue the shares for consideration other than cash.

**xiv. Payment of Consideration:**

In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottee at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottee. The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank accounts and in



case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

**xv. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:**

SR. NO.	CATEGORY	PRE-ISSUE SHAREHOLDING (AS ON 30.09.2023)		POST-ISSUE OF EQUITY SHARES SHAREHOLDING	
		NO. OF SHARES	%	NO. OF SHARES	%
A	Promoters and Promoter Group Holding:				
1.	Indian:				
	Individual/HUF	1,40,11,739	56.19	1,40,11,739	53.11
	Bodies Corporate	0	0	0	0
2.	Foreign Promoters	9,98,000	4.00	9,98,000	3.78
	<b>Sub Total (A)</b>	<b>1,50,09,739</b>	<b>60.19</b>	<b>1,50,09,739</b>	<b>56.89</b>
B	Non-Promoters holding:				
1.	Institutional Investors:				
a)	Financial Institutions / Banks				
b)	Mutual Funds	46,43,092	18.62	58,97,317	22.35
c)	Foreign Portfolio Investors	10,57,665	4.24	12,00,190	4.55
d)	Alternative Investment Funds	2,35,053	0.94	2,80,661	1.06
e)	Insurance Companies	1,71,393	0.69	1,71,393	0.65
	<b>Sub-Total (B)(1)</b>	<b>61,07,203</b>	<b>24.49</b>	<b>75,49,561</b>	<b>28.62</b>
2.	Non-Institution:				
a)	Individuals	27,85,104	11.17	27,85,104	10.56
b)	Bodies Corporates	4,15,069	1.66	4,15,069	1.57
c)	NRI	1,37,497	0.55	1,37,497	0.52
d)	Clearing Member	7,148	0.03	7,148	0.03
e)	Directors and their relatives	3,50,080	1.40	3,50,080	1.33
f)	Trust	193	0.00	193	0.00
g)	Hindu Undivided Family	99,899	0.40	99,899	0.38
h)	Others (Limited Liability Partnership)	27,384	0.11	27,384	0.10
	<b>Sub Total (B) (2)</b>	<b>38,22,374</b>	<b>15.32</b>	<b>38,22,374</b>	<b>14.49</b>
	<b>TOTAL A+ (B)(1)+(B) (2)</b>	<b>99,29,577</b>	<b>39.81</b>	<b>1,13,71,935</b>	<b>43.11</b>
	<b>Non Promoter - Non Public</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total</b>	<b>2,49,39,316</b>	<b>100</b>	<b>2,63,81,674</b>	<b>100</b>

**xvi. Lock-In Period:**

The Equity Shares to be issued and allotted to each of the Proposed Allottee's on a preferential basis under this Preferential Issue shall be locked in for a period of 6(six) months from the date of the trading approval for such Equity Shares, in accordance with Regulation 167 of the SEBI ICDR Regulations.

The entire pre-preferential shareholding of each the Proposed Allottee's (if any) except *the pre-preferential shareholding of Mutual Fund (through its various schemes)*, shall be locked-in from the Relevant Date up to a period of 90 (ninety) trading days from the date of trading approval for the Equity

Shares allotted pursuant to the Preferential Issue, in accordance with Regulation 167 of the SEBI ICDR Regulations.

*Note: Pursuant to Regulation 158(5) read with Regulation 167 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the pre-preferential shareholding of Mutual Fund (through its various schemes) in the Company shall not be locked in.*

**xvii. Principle terms of assets charged as securities:** Not Applicable

**xviii. Requirements as to re-computation of price:**

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

**xix. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on a preferential basis i.e., BSE Limited and the National Stock Exchange of India Limited. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**xx. Other Disclosures/Undertaking:**

- a) Neither the Company nor the Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI (ICDR) Regulations are not applicable. Neither the Company nor any of its directors or Promoters are a wilful defaulter or fraudulent borrower.
- b) None of its promoters or directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The member of promoter and promoter group have not sold / transferred any equity shares during the 90 trading days preceding the Relevant Date.
- d) The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date. Further pursuant to Regulation 158(5) read with Regulation 159(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, there is no restriction on Mutual Fund (investing through its various schemes) from subscribing to the equity shares of the Company under the Preferential Issue.
- e) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, hence the provisions of Regulation 164(2) and Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI ICDR Regulations. However, Mutual Fund (investing through its various schemes), who are the proposed allottee's registered with SEBI are exempt from Regulation 167(6) of SEBI ICDR Regulations.
- f) The Company is in compliance with the conditions of continuous listing of its Equity Shares as specified in the uniform listing agreement entered into with the Stock Exchange (the "**Uniform Listing Agreement**") where its Equity Shares are listed.
- g) There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as

on the date of this Notice.

In accordance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares is being sought by way of a Special Resolution as set out in Item No. 1 of the notice. The issue of the Equity Shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 of the accompanying notice for your approval.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

**By order of the Board  
For Neogen Chemicals Limited**

**Unnati Kanani  
Company Secretary and Compliance Officer  
Mem. No. A35131**

**Place:** Thane

**Date:** Thursday, October 5, 2023