VILIN BIO MED
One-Stop Hub for all Pharmaceutical Solutions

September 15, 2026

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot C-1, Block-G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051

NSE Scrip: VILINBIO

Sub: Disclosure under Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In furtherance to our intimation dated September 11, 2026, and further in continuation of intimation regarding the Hon'ble National Company Law Tribunal ("NCLT") had, vide its Order dated September 10, 2026 passed directions in relation to the Scheme of Arrangement in the nature of Merger of M/s Chemgenix Laboratories Private Limited ("Transferee Company") and M/s Vilin Bio Med Limited ("Transferor Company") and their respective Shareholders and Creditors ("Scheme") under Section 230 – 232 and other applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder, this is to inform hereby as under:

1. By and under the Order dated September 10, 2026 ("NCLT Order"), the Hyderabad Bench-I of the Hon'ble NCLT has, inter alia, directed the Meeting of Equity Shareholders of the Transferee Company ("Meeting") for the purpose of considering, and if thought fit, approving with or without modifications, the proposed Scheme, in terms of the NCLT Order.

2. In pursuance of the said NCLT Order and as directed therein and in compliance with the applicable provisions of the Act and Rules framed thereunder and SEBI LODR Regulations, further notice is hereby given that a Meeting of Equity Shareholders of the Transferee Company are scheduled to be convened As per the directions of the Hon'ble National Company Law Tribunal, Hyderabad Bench - I, the meeting shall be conducted physically at Plot No.43, H.No.8-2-269/S/43, 2nd Floor Sagar Co-operative Housing Society Ltd, Road No.2, Banjara Hills, Khairatabad, Hyderabad, Telangana 500034 and via Video Conference/Other Audio-Visual Means facility on Thursday, October 15, 2026 at 11:00 A.M. (IST), at which time the Equity Shareholders are requested to attend the Meeting.

3. Copy of the Notice and Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") along with all Annexures to the Statement ("Notice") can be accessed or downloaded from the website of the Company at www.vilinbio.com website of the National Stock Exchange www.nseindia.com and website of M/s Bigshare Services Private

Limited at https://ivote.bigshareonline.com being the Agency appointed by the Company to provide E-Voting and other facilities for the Meeting.

4. The Notice is also being sent through electronic mode to those Equity Shareholders whose e-mails are registered / available with the Company and/or RTA / Depositories.

5. Further, we enclose herewith the Notice and Explanatory Statement (excluding the Annexures referred therein) convening the aforesaid Meeting.

6. Further, the Hon'ble NCLT has also directed with the requirement of convening Meeting of the Creditors of the Transferee Company and has directed issuance of Notices, in accordance with the NCLT Order, with a direction that such Creditors may submit its representation, if any, to the Hon'ble NCLT within 30 (thirty) days from the date of receipt of the said Notice, and copy of such representation shall simultaneously be served upon the Transferee Company, as applicable.

The Board Meeting commenced at 5:20 P.M. and concluded at 6:20 P.M.

Kindly take the above information on record.

For Vilin Bio Med Limited

YADAMAKANTI MADHU SUDHAN REDDY
Digitally signed by YADAMAKANTI MADHU SUDHAN REDDY
Date: 2026.09.15 18:30:28 +05'30'

Madhusudhan Yadamakanti Reddy
Managing Director
DIN: 02874260

VILIN BIO MED LIMITED

Registered Office	:	Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034
Corporate Office	:	Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034
Phone No.	:	040- 79618843
Corporate Identity Number	:	L24230TG2005PLC046689
Website	:	vilinbio.com
Email	:	cs@vilinbiomed.co.in

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF VILIN BIO MED LIMITED PURSUANT TO ORDER DATED SEPTEMBER 10, 2026 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH-I	
DAY	Thursday
DATE	October 15, 2026
TIME	11.00 AM
VENU AND MODE OF MEETING	As per the directions of the Hon'ble National Company Law Tribunal, Hyderabad Bench - I, the meeting shall be conducted physically at Plot No.43, H.No.8-2-269/S/43, 2nd Floor Sagar Co-operative Housing Society Ltd, Road No.2, Banjara Hills, Khairatabad, Hyderabad, Telangana 500034 and via Video Conference/Other Audio-Visual Means facility
CUT-OFF DATE FOR E-VOTING	Thursday, October 08, 2026
REMOTE E-VOTING START DATE AND TIME	Monday, October 12, 2026 at 9.00 A.M. (IST)
REMOTE E-VOTING END DATE AND TIME	Wednesday, October 14, 2026 at 5.00 P.M. (IST)

FORM NO. CAA. 2

[PURSUANT TO SECTION 230(3) OF THE COMPANIES ACT, 2013 AND RULE 6 AND 7 OF THE COMPANIES

(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]

IN THE NATIONAL COMPANY LAW TRIBUNAL,

HYDERABAD BENCH-I ('NCLT/ TRIBUNAL')

CA (CAA) No. 29/230/HDB/2026

IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND

IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT

BETWEEN

CHEMGENIX LABORATORIES PRIVATE LIMITED

(CLPL OR TRANSFEROR COMPANY)

AND

VILIN BIO MED LIMITED

(VBML OR TRANSFEREE COMPANY)

VILIN BIO MED LIMITED)
[CIN: L24230TG2005PLC046689])
A company registered under Companies Act 1956)
Having its Registered Office at Plot No. 43, H. No.)
8-2-269/S/43, 2nd floor SagarCo-op Housing)
Society Ltd, Road No. 2, BanjaraHills,)
Khairatabad, Hyderabad, Telangana, 500034.) … Transferee Company

NOTICE OF THE TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF VILIN BIO MED LIMITED (TRANSFEREE COMPANY) AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH-I, WILL BE HELD ON THURSDAY THE 15TH DAY OF OCTOBER 2026 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AND VIA VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM')

To
The Equity Shareholders of
VILIN BIO MED LIMITED
("Transferee Company")

Notice is hereby given that by an order dated September 10, 2026, the Hyderabad Bench-I of the Hon'ble National Company Law Tribunal, at Hyderabad has directed that a meeting of Equity Shareholders of M/s. Vilin Bio Med Limited will be held for the purpose of considering, and if thought fit, for approving with or without modification(s), the Scheme of Arrangement between Chemgenix Laboratories Private Limited ("CLPL" or "Transferor Company") and Vilin Bio Med Limited ("VBML" or "Transferee Company") and their respective Shareholders and Creditors, on Thursday, October 15, 2026 at 11.00 A.M. IST.

Pursuant to the said NCLT Order and as directed therein, the meeting of the equity shareholders of the Company ("Meeting") will be held at physically at Plot No.43, H.No.8-2-269/S/43, 2nd Floor Sagar Co-operative Housing Society Ltd, Road No.2, Banjara Hills, Khairatabad, Hyderabad, Telangana 500034 and via Video Conference/Other Audio-Visual Means facility to provide the shareholders to participate the meeting through VC/OVAM, and Voting to be conducted by way of Electronic Means in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") to consider, and if thought fit, pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and 230(6) read with Section 232(1) of the Act as amended:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies (Compromises, Arrangements and Amalgamations) Rules,2016, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations"),** including Regulation 37 thereof, the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 on Scheme of Arrangement by Listed Entities, as amended from time to time, and other applicable circulars, guidelines and directions issued by the Securities and Exchange Board of India **("SEBI")** from time to time in relation to schemes of arrangement ("SEBI Scheme Circular"), as applicable, and relevant provisions of other applicable laws and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company law Tribunal, Hyderabad Bench, **(NCLT)** or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of M/s. Vilin Bio Med Limited (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution) the Scheme of Arrangement between Chemgenix Laboratories Private Limited ("CLPL" or "Transferor Company") and Vilin Bio Med Limited, ("VBML" or "Transferee Company") which inter alia envisages amalgamation of Chemgenix Laboratories Private Limited ("CLPL" or "Transferor Company") with Vilin Bio Med Limited ("VBML" or "Transferee Company") on a going concern basis and consequent dissolution of the Transferor Company without winding up of the identified business Undertaking (as defined in the Scheme) of Chemgenix Laboratories Private Limited ("CLPL" or "Transferor Company") and vesting of the same with and into Vilin Bio Med Limited ("VBML" or "Transferee Company") on a going concern basis, for consideration by way of issue of equity shares by the Transferee Company to the shareholders of the Transferor Company and for matters consequential, supplemental and / or otherwise integrally connected therewith as per the terms and conditions mentioned in the Scheme, be and is hereby approved."

"RESOLVED FURTHER THAT any one of the Director or Company Secretary or Chief Financial Officer of the Transferee Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in their absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as the above mentioned officials may deem fit and proper without being required to seek any further approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

TAKE FURTHER NOTICE that in compliance with the NCLT Order and the provisions of (a) Section 230(4) read with Section 108 of the Companies Act, 2013 and the rules made thereunder; (b) Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (c) Secretarial Standards – 2 issued by the Institute of Company Secretaries of India, the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes (a) through e-voting system available at the Meeting to be held virtually ("e-voting at the meeting") or (b) by remote electronic voting ("remote e-voting") during the period as stated below:

REMOTE E-VOTING PERIOD	
Remote e-voting start date and time	Monday, October 12, 2026 at 9.00 A.M. (IST)
Remote e-voting end date and time	Wednesday, October 14, 2026 at 5.00 P.M. (IST)

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, i.e., Friday, September 11, 2026 ("Cutoff Date") only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the cutoff date, should treat the Notice for information purpose only.

The Equity Shareholders are required to cast their vote by recording their assent or dissent on the electronic voting portal of Bigshare Services Private Limited ie., ivote bigshare.

In pursuance of the said Order and as directed therein, further Notice is hereby given that a meeting of Equity Shareholders of Vilin Bio Med Limited will be held on **Thursday the 15th Day of October 2026** at 11.00 AM, physically at Plot No.43, H.No.8-2-269/S/43, 2nd Floor Sagar Co-operative Housing Society Ltd, Road No.2, Banjara Hills, Khairatabad, Hyderabad, Telangana 500034 and via Video Conference/Other Audio-Visual Means facility, i.e, virtual mode. The deemed venue for the said Meeting shall be Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034. For this purpose, the Company has entered into an Agreement with Bigshare Services Private Limited, Registrar & Transfer Agent of the Company for voting through remote e-voting, for participation in the meeting through VC/OAVM facility and e-voting during the Meeting. The instructions of participation by members and e -voting are provided separately in this Notice.

A copy of the said Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") along with all annexures to such statement and Certificate issued by the statutory auditors of the Transferor Company, and Transferee Company confirming the Accounting Treatment proposed in the Scheme are enclosed herewith. A copy of this Notice and the accompanying documents would be sent by electronic mode to those Equity Shareholders whose e-mail addresses are registered with the Company, unless the Equity Shareholders have requested for a physical copy of the same, and physically dispatched to those Equity Shareholders who have not provided their e-mail addresses to the Company.

A copy of this Notice and the accompanying documents shall also be placed on the website of the Company, i.e., www.vilinbio.com the website of Bigshare Services Private Limited (agency for providing the e-voting and other facilities for convening of the Meeting) and the website of the Stock Exchanges, i.e., National Stock Exchange of India Limited,i.e.,www.nseindia.com.

The Tribunal has appointed Mr. Nitish Bandary, Enrollment No: TS/1227/2015, (Email ID: nitishbandary760@gmail.com Mobile No. +91 7032416379) to be the Chairperson for the Meeting and Ms. Aishwarya Chevuturi, Enrollment No: TS/786/2020, (Email ID: aishwarya.chevuturi.adv@gmail.com Mobile No. +91 8978844288) to be the Scrutinizer for the Meeting.

The Voting result of the meeting shall be announced by the Chairman upon receipt of Scrutinizer's report within 48 (forty eight) hours from the conclusion of this meeting and the same shall be displayed on the website of the Company, i.e., www.vilinbio.com and also on the website of Bigshare Services Private Limited.

The above mentioned Scheme of Arrangement between Chemgenix Laboratories Private Limited ("CLPL" or "Transferor Company") and Vilin Bio Med Limited ("VBML" or "Transferee Company") and their respective Shareholders and Creditors ("Scheme"), if approved at the meeting, will be subject to such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary and the subsequent approval of the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad.

Sd/-

Mr. Nitish Bandary,

Chairperson of the Tribunal Convened

Meeting of Equity Shareholders of Vilin Bio Med Limited

appointed by the Hon'ble NCLT, Hyderabad Bench-I

Date: 15.09.2026

Place: Hyderabad

Registered Office: Plot No. 43, H. No.

8-2-269/S/43, 2nd floor SagarCo-op Housing

Society Ltd, Road No. 2, BanjaraHills,

Khairatabad, Hyderabad, Telangana, 500034

CIN: L24230TG2005PLC046689

Email ID: cs@vilinbiomed.co.in

Website: www.vilinbio.com

NOTES FOR THE MEETING:

1. An Explanatory Statement under sections 230, 232 and 102 of the Companies Act, 2013 read with the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out into the Notice, is annexed hereto.
2. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Hyderabad Bench vide its Order dated September 10, 2026 ("Tribunal"), the Meeting of the Equity Shareholders of Vilin Bio Med Limited ("Company" or "VBML") is being convened pursuant to the Order dated September 10, 2026 passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench – I ("NCLT"), in Company Application No. CA (CAA) No.29/230/HDB/2026, Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, for the purpose of considering and, if thought fit, approving the Scheme of Amalgamation between Chemgenix Laboratories Private Limited ("Transferor Company") and Vilin Bio Med Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme"). The meeting will be held at the registered office of the company on Thursday, October 15, 2026, at Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034 and as the company is listed entity the Video Conference/Other Audio-Visual Means facility is also provided by the company to join the meeting through VC/ OAVM.
3. The Meeting shall be conducted in accordance with the directions contained in the aforesaid Order of the Hon'ble NCLT. In the event of any inconsistency between these Notes and the directions contained in the Order of the Hon'ble NCLT, the directions contained in the NCLT Order shall prevail.
4. In Compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Ministry of Corporate Affairs MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020, 14/2020, dated 08.04.2020 and (iii) 17/2020 dated 13.04.2020 (collectively, the "said Circulars"), this Meeting also provide the facility for participation in the meeting through VC/ OAVM as per applicable procedures mentioned in the MCA Circulars, for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation under the provisions of sections 230 to 232 and of the Companies Act, 2013 and rules made thereunder.
5. Since the Meeting is being convened and held physically at the Registered Office of the Company, the Equity Shareholders entitled to attend the Meeting may attend the same in person or through their duly appointed proxy, in accordance

with the provisions of the Companies Act, 2013, the Rules made thereunder and the directions contained in the Order of the Hon'ble National Company Law Tribunal, Hyderabad Bench – I. Accordingly, the Proxy Form, Attendance Slip and Route Map to the venue of the Meeting are annexed to this Notice. An Equity Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the provisions of the Companies Act, 2013 and the directions contained in the Order of the Hon'ble NCLT. The duly completed and signed instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before the commencement of the Meeting, unless otherwise specified in the Order of the Hon'ble NCLT.

6. A Body Corporate which is an equity shareholder of the Company is entitled to appoint an authorised representative for the purpose of voting during the meeting Further, such Body Corporates (other than individuals, HUF, NRI etc.) are required to send scanned certified copy of the resolution authorising such representative to attend and vote at the meeting not later than 48 hours before the scheduled time of the meeting, to the e-mail address of the Company at: cs@vilinbiomed.co.in or at the registered office of the Company. Such authorised representative should furnish his / her valid and legible identity proof issued by a statutory authority (i.e., a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card) to the e-mail address of the Company at cs@vilinbiomed.co.in or at the registered office of the Company, not later than 48 hours before the scheduled time of the meeting.
7. The Shareholders and their proxies/authorised representatives attending the Meeting are requested to bring the duly completed Attendance Slip and necessary identification documents for verification and registration at the venue.
8. The statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 6 of the Companies (Compromises, Arrangements and Arrangements) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto. Further, additional information as required under the Securities and Exchange Board of India ("SEBI") Master Circular dated SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and in terms of Letter(s) issued by the Stock Exchanges, are also annexed.
9. 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 Thursday, October 08, 2026 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an

Equity Shareholder as on the cut-off date, should treat the Notice for information purpose only.

10. Documents for inspection as referred to in the Notice will be available electronically for inspection (without any fee) by the shareholders from the date of circulation of this Notice up to the date of Meeting. Shareholders seeking to inspect such documents can access the same on the website of the Company at: www.vilinbio.com.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
12. Equity shareholders attending / participating in the Meeting, shall be reckoned for the purpose of quorum. In terms of the Tribunal Order and Section 103 of the Act, the quorum for the meeting of equity shareholders is 5 (Five) equity shareholders attending the Meeting in person.
13. The Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode to those equity shareholders whose email addresses are registered with the Company / Depositories and by post/courier to the equity shareholders whose email addresses are not registered with the Company / Depositories.
14. The equity shareholders may note that the aforesaid documents are also available on the website of the Company and can be accessed / downloaded using the below given link: https://vilinbio.com Scheme, the website of Bigshare Services Private Limited (agency for providing the e-voting and other facilities for convening of the Meeting, ie., i.e www.bigshareonline.com) and the website of the Stock Exchanges, i.e., National Stock Exchange of India Limited, i.e., www.nseindia.com
15. If so desired, equity shareholders may obtain a physical copy of the Notice and the accompanying documents, i.e., Scheme and the Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 etc., free of charge. A written request in this regard, along with details of your shareholding in the Company, may be addressed to the Company Secretary at cs@vilinbiomed.co.in
16. A Body Corporate which is an equity shareholder of the Company is entitled to appoint an authorised representative for the purpose of participating and/or voting during the meeting held through video-conferencing facility. Further, such Body Corporates (other than individuals, HUF, NRI etc.) are required to send scanned certified copy of the resolution authorising such representative to attend and vote at the meeting not later than 48 hours before the scheduled time of the meeting, to the e-mail address of the Company at: cs@vilinbiomed.co.in or at the

registered office of the Company. Such authorised representative should furnish his / her valid and legible identity proof issued by a statutory authority (i.e., a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card) to the e-mail address of the Company at cs@vilinbiomed.co.in or at the registered office of the Company, not later than 48 hours before the scheduled time of the meeting.

17. The remote e voting shall commence on Monday, October 12, 2026 at 9.00 A.M. (IST) and close on Wednesday, October 14, 2026 at 5.00 P.M. (IST). During this period, Members of the Company holding Shares in Dematerialised form, as on the Cut-off Date i.e., on October 08, 2026 ('Cut-off Date') shall be entitled to cast their vote by Remote E-Voting. Once the Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
18. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered as approved by the Equity Shareholders of the Transferee Company and shall be acted upon only if the resolution mentioned in the notice is approved by
    i. majority of members representing three-fourths in value of total valid votes cast (e voting) and
    ii. if the votes cast by the public shareholders in favour of the resolution are more than the number of votes cast by the public shareholders against it.
19. Details of persons to be contacted for issues relating to participating and/or electronic voting during the meeting:

Name	**Designation**	**Contact Number**	**Email ID**
Neha Lahoti	Company Secretary and Compliance Officer- Vilin Bio Med Limited	040-7961 8843	cs@vilinbiomed.co.in
Amarendranath.R	Manager at Bigshare Services Private Limited	07045005561	bsshyd@bigshareonline.com

20. REMOTE E-VOTING AND E-VOTING AT THE MEETING:

Pursuant to the directions given by the Tribunal vide its Order, dated September 10, 2026 and the provisions of Section 108 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SS-2, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings through e-voting vide General Circular Nos. 09/2024 dated September 19, 2024 read with General Circulars No. 09/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 20/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (including any amendments and clarifications thereto), issued by the Ministry of Corporate Affairs (collectively the 'MCA Circulars'), the Company is providing to the Shareholders the facility to exercise their right to vote at the Meeting by electronic means, i.e., remote e-Voting and e-Voting during the Meeting (hereinafter referred to as 'e-Voting'). The Company is providing to its Equity Shareholders facility to exercise their right to vote on the resolution proposed to be passed (i) remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting''); and (ii) during the Meeting by electronic means

Pursuant to the directions of the Hon'ble Tribunal Ms. Aishwarya Chevuturi, Enrollment No: TS/786/2020, (Email ID: aishwarya.chevuturi.adv@gmail.com Mobile No. +91 8978844288) to be the Scrutinizer for the Meeting to scrutinize the process of remote e-voting and e-voting at the Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

21. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. Pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listed Entities are required to provide Remote E-Voting Facility to its Shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholders / Retail Shareholders is at a negligible level.

ii. Currently, there are multiple E-Voting Service Providers (ESPs) providing E-Voting facility to Listed Entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

iii. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable E-Voting to all the Demat Account Holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat Account Holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-Voting process.

iv. In terms of SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual Shareholders holding Securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access E-Voting Facility.

Pursuant to above said SEBI Circular, Login Method for E-Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode is given below:

Type of Shareholders	Login Method
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. Option will be made available to reach E-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon and New System My Easi 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 E-Voting is in progress as per the information provided by Company. On clicking the E-Voting option, the user will be able to see E-Voting page of 'BIGSHARE' the E-

	Voting Service Provider and you will be re-directed to I-Vote website for casting your vote during the Remote E-Voting Period. Additionally, there is also links provided to access the system of all E-Voting Service Providers i.e. 'BIGSHARE', so that the user can visit the E-Voting Service Providers website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/registration/easiregistration 4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN from the following link https://e-voting.cdslindia.com/e-voting/e-votinglogin The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the E-Voting option where the E-Voting is in progress, and also able to directly access the system of all E-Voting Service Providers. Click on 'BIGSHARE' and you will be re-directed to I-Vote website for casting your vote during the Remote E-Voting period.
Individual Shareholders holding Securities in Demat Mode with NSDL	1) If you are already registered for NSDL IDeAS Facility, please visit the E-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-Voting services. Click on "Access to E-Voting" under E-Voting services and you will be able to see E-Voting page. Click on Company name or E-Voting Service Provider name 'BIGSHARE' and you will be re-directed to I-Vote website for casting your vote during the Remote E-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.E-Voting.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 'BIGSHARE' and you will be redirected to I-Vote website for casting your vote during the Remote E-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/E-Voting/E-Votinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page with all E-Voting Service Providers. Click on 'BIGSHARE' and you will be re-directed to I-Vote (E-Voting website) for casting your vote during the Remote E-Voting period or joining virtual meeting & voting during the meeting.
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 Company name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider website for casting your vote during the Remote E-Voting period or joining Virtual Meeting and E-Voting during the Meeting.

Important Note: Members who are unable to retrieve user-id / password, are advised to use Forgot User-
id and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding Securities in Demat Mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding Securities in Demat Mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.e-voting@cdslindia.com or contact at Toll Free No. 1800 22 55 33
Individual Shareholders holding Securities in Demat Mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.com or Call at 022- 48867000

1. Login method for E-Voting for Shareholder other than Individual Shareholders holding Shares in Demat Mode and Physical Mode is given below:

   - You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

   - Click on 'LOGIN' button under the 'INVESTOR LOGIN' section to login on E-Voting Platform.

   - Please enter your 'USER ID' (User-id description is given below) and 'PASSWORD' which is shared separately on you registered e-mail id.

     - *Shareholders holding Shares in CDSL Demat Account should enter 16 Digit Beneficiary ID as user-id.*
     - *Shareholders holding Shares in NSDL Demat Account should enter 8 Character DP ID followed by 8 Digit Client ID as user-id.*
     - *Shareholders holding Shares in Physical Form should enter Event Number + Folio Number registered with the Company as user-id.*

   Note: If you have not received any user-id or password, please send an e-mail from your registered e-mail id or contact I-Vote Helpdesk Team. (E-mail id and Contact Number are mentioned in Helpdesk section).

   - Click on 'I AM NOT A ROBOT (CAPTCHA)' option and login.

Note: If Shareholders are holding Shares in Demat form and have registered on to E-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any Company, then they can use their existing user-id and password to login.

- *If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on "Forgot your password"*
- *Enter user-id and registered e-mail id*
- *Click on 'I AM NOT A ROBOT (CAPTCHA)' option and click on 'Reset'*

(In case a Shareholder is having valid e-mail address, the password will be sent to the registered e-mail address).

Voting Method for Shareholders on I-Vote E-Voting Portal:

- After successful login, "Bigshare E-Voting System" page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on Investor Portal.
- Select the Event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote, you will receive confirmation message on display screen and also you will receive an e-mail on your registered e-mail id. During the Voting Period, Members can login any number of times till they have voted on the Resolution(s). Once vote on a Resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on Investor Portal.

Custodian Registration Process for I-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "REGISTER" under "CUSTODIAN LOGIN" to register yourself on the Bigshare I-Vote E-Voting Platform.
- Enter all required details and submit.

- After successful registration, message will be displayed with "User id and Password will be sent via e-mail on your registered e-mail id"
  Note: If Custodian have registered on to E-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any Company, then they can use their existing user id and password to login.
- If you have forgotten the password: Click on "LOGIN" under "CUSTODIAN LOGIN" tab and further click on 'Forgot your password?'
- Enter user id and registered e-mail id.
- Click on "I AM NOT A ROBOT (CAPTCHA)" option and click on "RESET".
  (In case the Custodian is having valid e-mail address, password will be sent to their registered e-mail address).

Voting method for Custodian on I-Vote E-Voting Portal:

- After successful login, "Bigshare E-Voting System" page will appear.

Investor Mapping:

- First, you need to map the Investor with your user id under "DOCUMENTS" option on $.
- Click on "DOCUMENT TYPE" dropdown option and select document type Power of Attorney (POA).
- Click on upload document "CHOOSE FILE" and upload the Power of Attorney (POA) or Board Resolution for respective investor and click on "UPLOAD".
- Note: The Power of Attorney (POA) or Board Resolution has to be named as the "InvestorID.pdf" (Mention Demat Account Number as Investor ID.)
- Your Investor is now mapped and you can check the file status on display.

Investor Vote File Upload:

- To cast your vote, select "VOTE FILE UPLOAD" option from left hand side menu on Custodian Portal.
- Select the Event under dropdown option.
- Download sample Voting File and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once Vote on a Resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on Custodian Portal.

Helpdesk for queries regarding E-Voting:

Login Type	Helpdesk Details
Shareholder other than Individual Shareholders holding Shares in Demat Mode and Physical Mode.	In case Shareholders/ investor have any queries regarding E-Voting, you may refer the Frequently Asked Questions ('FAQs') and I-Vote E-Voting Module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or Call us at: 022-62638338

Procedure for Joining the meeting through VC/ OAVM:

For Shareholder other than Individual Shareholders holding Shares in Demat Mode and Physical Mode is given below:

- The Members may attend the Meeting through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the E-Voting Credentials (i.e. User id and Password).
- After successful login, "Bigshare E-Voting System" page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on Investor Portal.
- Select the Event for which you are desire to attend the meeting under the dropdown option.
- For joining Virtual Meeting, you need to click on "VOTE NOW", "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the MEETING through VC/ OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013.

The Instructions for Members for E-Voting on the day of the MEETING are as under:

- The Members can join the MEETING in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting. The procedure for E-Voting on the day of the MEETING is same as the instructions mentioned above for Remote E-Voting.

- Only those Members/Shareholders, who will be present in the MEETING through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting System in the MEETING.

- Members who have voted through Remote E-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the MEETING.

Helpdesk for queries regarding Virtual Meeting:

In case Shareholders / Investor have any queries regarding Virtual Meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section, or you can email us to ivote@bigshareonline.com or Call us at: 1800 22 54 22 / 022-62638338

Sd/-

Mr. Nitish Bandary,

Chairperson of the Tribunal Convened

Meeting of Equity Shareholders of Vilin Bio Med Limited

appointed by the Hon'ble NCLT, Hyderabad Bench-I

Date: 15.09.2026

Place: Hyderabad

Registered Office: Plot No. 43, H. No.

8-2-269/S/43, 2nd floor SagarCo-op Housing

Society Ltd, Road No. 2, BanjaraHills,

Khairatabad, Hyderabad, Telangana, 500034

CIN: L24230TG2005PLC046689

Email ID: cs@vilinbiomed.co.in

Website: www.vilinbio.com

FORM NO. CAA. 2

[PURSUANT TO SECTION 230(3) OF THE COMPANIES ACT, 2013 AND RULE 6 AND 7 OF THE COMPANIES

(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]

IN THE NATIONAL COMPANY LAW TRIBUNAL,

HYDERABAD BENCH-I ('NCLT/ TRIBUNAL')

CA (CAA) No. 29/230/HDB/2026

IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND

IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT

BETWEEN

CHEMGENIX LABORATORIES PRIVATE LIMITED

(CLPL OR TRANSFEROR COMPANY)

AND

VILIN BIO MED LIMITED

(VBML OR TRANSFEREE COMPANY)

VILIN BIO MED LIMITED)
[CIN: L24230TG2005PLC046689])
A company registered under Companies Act 1956)
Having its Registered Office at Plot No. 43, H. No.)
8-2-269/S/43, 2nd floor SagarCo-op Housing)
Society Ltd, Road No. 2, BanjaraHills,)
Khairatabad, Hyderabad, Telangana, 500034.) … Transferee Company

EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND DETAILS & INFORMATION AS REQUIRED UNDER RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

In Company Scheme Application CA (CAA) No. 29/230/HDB/2026 ("NCLT Order"), the Hyderabad Bench-I of the Hon'ble National Company Law Tribunal ("NCLT") has directed that a meeting of equity shareholders of the Transferee Company, be convened physically and held on Thursday, October 15, 2026 at 11:00 P.M. (IST) at Plot No.43, H.No.8-2-269/S/43, 2nd Floor Sagar Co-operative Housing Society Ltd, Road No.2, Banjara Hills, Khairatabad, Hyderabad, Telangana 500034 and via VC/OAVM facility to enable the shareholders to participate through VC/OVAM, for the purpose of considering and if thought fit, approving with or without modification Scheme of Amalgamation of Chemgenix Laboratories Private Limited (Transferor Company) with Vilin Bio Med Limited (Transferee Company) and their respective Shareholders and Creditors ("Scheme of Amalgamation") under the provisions of section 230 to 232 and any other applicable provisions of the Companies Act, 2013.

1. **The shareholding pattern of Promoter/Promoter Group and Public shareholders before and after implementation of scheme is depicted as under:**

I) Chemgenix Laboratories Private Limited (Transferor Company):

a. Pre-Scheme shareholding pattern:

Sl. No.	Name of Equity shareholder	Total No. of shares held	% of Shareholding
1.	Karunakar Reddy Kundoor	969000	10.00%
2.	Shankar Reddy Katireddy	1938000	20.00%
3.	Jwala Veeravenkata Panduranga Praneeth	242250	2.50%
4.	Daka Srinivasareddy	242250	2.50%
5.	Allu Ramakrishna Reddy	969000	10.00%
6.	Pravallika Venna	1453500	15.00%

7.	Julakanti Naga Avinash Reddy	969000	10.00%
8.	Shaik Sharaz	1938000	20.00%
9.	Geethika Kolli	484500	5.00%
10.	Mohan Rao Adhi	484500	5.00%
Total		**96,90,000**	**100%**

Category	**No. of shares**	%	**No. of shareholders**
Promoter	96,90,000	100.00	10
Public	--	--	--
Total	96,90,000	100.00	10

b. Post-Scheme shareholding pattern: Not Applicable. Since, by virtue of this Scheme, in the post-merger scenario, CLPL shall stand dissolved without winding up.

II) Vilin Bio Med Limited (Transferee Company):

a. Pre-Scheme shareholding pattern before Preferential allotment ie., shareholding submitted at the time of draft Scheme of Amalgamation:

Sl. No.	**Name of Equity shareholder**	**Category**	**Total No. of shares held**	**% of Shareholding**
1	Mohan Rao Adhi	Promoter	505,130	3.62%
2	Karunakar Reddy Kundoor	Promoter	207,957	1.49%
3	Shankar Reddy Katireddy	Promoter	738,000	5.29%
4	Ramesh Reddy Sama	Promoter	463,234	3.32%

5	Sneh Bajpai	Promoter Group	9,375	0.07%
6	Anuj Bajpai	Promoter Group	15,000	0.11%
7	Srinivasareddy Devireddy	Promoter	1,760,838	12.62%
8	Viswa Prasad Sadhanala	Promoter	1,110,140	7.96%
9	Jwala Veeravenkata Panduranga Praneeth	Promoter	445,130	3.19%
10	Sharaz Shaik	Promoter	432,955	3.10%
11	Allu Ramakrishna Reddy	Promoter	1,112,830	7.98%
12	Pravallika Venna	Promoter	1,335,400	9.57%
13	Tanmayee Reddy Sama	Promoter Group	21,250	0.15%
14	Sama Ruchit Reddy	Promoter Group	12,500	0.09%
15	Ramiza Shaik	Promoter and Promoter Group	20,000	0.14%
16	Shaik Sharaf	Promoter and Promoter Group	4,000	0.03%
17	Julakanti Naga Avinash Reddy	Promoter	8,90,260	6.39%
Sub Total of Promoter and Promoter Group			**90,83,999**	**65.12%**
TOTAL(PUBLIC)			**48,66,001**	**34.88%**
TOTAL			**1,39,50,000**	**100%**

b. **Pre-Scheme shareholding pattern after Preferential allotment ie., after March 04, 2026:**

Sl. No.	Name of Equity shareholder	Category	Total No. of shares held	% of Shareholding
1	Mohan Rao Adhi	Promoter	5,05,130	**3.31%**
2	Karunakar Reddy Kundoor	Promoter	6,67,700	**4.38%**

3	Shankar Reddy Katireddy	Promoter	17,80,520	**11.68%**
4	Sneh Bajpai	Promoter	9,375	**0.06%**
5	Anuj Bajpai	Promoter	15,000	**0.10%**
6	Jwala Veeravenkata Panduranga Praneeth	Promoter	4,45,130	**2.92%**
7	Sharaz Shaik	Promoter	18,31,979	**12.01%**
8	Allu Ramakrishna Reddy	Promoter	11,12,830	**7.30%**
9	Pravallika Venna	Promoter	13,35,400	**8.76%**
10	Tanmayee Reddy Sama	Promoter	21,250	**0.14%**
11	Ramiza Shaik	Promoter Group	20,000	**0.13%**
12	Shaik Sharaf	Promoter Group	4,000	**0.03%**
13	Julakanti Naga Avinash Reddy	Promoter	8,90,260	**5.84%**
14	Julakanti Naga Avinash Reddy	Promoter	890260	
Sub Total of Promoter and Promoter Group			**8638574**	**56.65%**
TOTAL(PUBLIC)			**6611426**	**43.35%**
TOTAL			**15250000**	**100%**

Category	**No. of shares**	%
Promoter and Promoter Group	8638574	56.65%
Public	6611426	43.35%
Total (Promoter and Promoter Group +Public)	**15250000**	**100%**

***Note:** At the time of filing of the Draft Scheme of Amalgamation with the Stock Exchange(s), the paid-up equity share capital of Vilin Bio Med Limited ("VBML" or "Transferee Company") comprised 1,39,50,000 equity shares of face value of ₹10/- each.

Subsequent to the filing of the Draft Scheme, the Company allotted 13,00,000 (Thirteen Lakh) equity shares of face value of ₹10/- each on March 04, 2026, pursuant to a preferential allotment approved by the Board of Directors. The Company received trading approval from the National Stock Exchange of India Limited ("NSE") on April 09, 2026 in respect of the said equity shares. Accordingly, as on the date of this Notice convening the meeting of the Equity Shareholders, the paid-up equity share capital of VBML comprises 1,52,50,000 equity shares of face value of ₹10/- each.

c. Post-Scheme shareholding pattern after the merger:

Sl. No	Name of the Shareholder	VBML	CLPL	Total
1	Mohan Rao Adhi	505130	484500	989630
2	Karunakar Reddy Kundoor	667700	969000	1636700
3	Shankar Reddy Katireddy	1780520	1938000	3718520
4	Sneh Bajpai	9375		9375
5	Anuj Bajpai	15000		15000
6	Jwala Veeravenkata Panduranga Praneeth	445130	242250	687380
7	Sharaz shaik	1831979	1938000	3769979
8	Allu Ramakrishna Reddy	1112830	969000	2081830
9	Pravallika Venna	1335400	1453500	2788900
10	Daka Srinivas Reddy	0	242250	242250
11	Geethika Koli	0	484500	484500
12	Tanmayee Reddy Sama	21250		21250
13	Ramiza Shaik	20000		20000
14	Shaik Sharaf	4000		4000
15	Julakanti Naga Avinash Reddy	890260	969000	1859260
Sub Total of Promoter and Promoter Group		8638574	9690000	18328574
TOTAL(PUBLIC)		6611426	-	6611426
TOTAL POST MERGER		15250000	9690000	24940000

Category	Pre-Scheme Shareholding (%)	Pre-Scheme %	Post - Scheme Shareholding (%)	Change (%)
Promoter / Promoter Group	86,38,574	56.65%	1,83,28,574	73.49%
Public Shareholders	66,11,426	43.35%	66,11,426	26.51%
Total	*1,52,50,000	100.00	2,49,40,000	100.00

The reasons for the increase in shareholding of Promoter/Promoter Group and its impact on the public shareholders in terms of their rights and value of their holding in the Company are:

As per the Scheme, the consideration for amalgamation is that, for every 1 (One) equity share of Chemgenix Laboratories Private Limited ("CLPL"), 1 (One) equity share of Vilin Bio Med Limited ("VBML") will be issued to the shareholders of CLPL. Accordingly, a total of 96,90,000 equity shares of VBML will be issued and allotted to the shareholders of CLPL pursuant to the Scheme.

The increase in the shareholding of the Promoter/Promoter Group from 56.65% to 73.49% is a pursuant to the Scheme and the resultant post-Scheme shareholding structure.

The proposed increase in the Promoter/Promoter Group shareholding is pursuant to the share exchange mechanism under the Scheme and does not involve any acquisition of shares of VBML from the existing public shareholders. The existing public shareholders will continue to hold their existing equity shares in VBML and the rights attached to such equity shares, including voting rights and other shareholder rights, shall remain unchanged, subject to applicable laws.

However, the percentage shareholding of the existing public shareholders in VBML will be diluted as a consequence of the issue of equity shares to the shareholders of CLPL pursuant to the Scheme. The Scheme does not involve any cancellation or reduction of the equity shares held by the existing public shareholders.

Accordingly, the increase in the Promoter/Promoter Group shareholding is attributable to the implementation of the Scheme and the issue of equity shares to the shareholders of CLPL as consideration for the amalgamation.

2. Details of Assets, Liabilities, Net Worth and Revenue of the Companies Involved, Pre and Post Scheme. **Enclosed herewith as Annexure 14**

3. Rationale, Objectives and Impact of the Scheme on the Shareholders and Cost Benefit Analysis are as follows:

d. The Transferor Company is engaged in the business of providing pharmaceuticals specializing in the research, development, and manufacturing of high-quality oncology Active Pharmaceutical Ingredients (APIs) and specialty chemicals.
e. The Transferee Company is engaged in the business of, inter alia, providing a diverse range of pharmaceutical products such as Oral Liquids, Dry Syrups, Sachets, External Preparations, Beta and Non-Beta Lactam Tablets and Capsules, and Nutritional Food Supplements
f. With a view to consolidate the business interests of the Parties (as defined below), the Parties have decided that the Transferor Company with all its business interests, be amalgamated with and into the Transferee Company.
g. The Parties believe that the Amalgamation pursuant to this Scheme would, inter alia, have the following benefits:

i. <u>Scale and financial resilience</u>

a. Merged entity is expected with strong financial, operational and return metrics.
b. The proposed merger is expected to be accretive in terms of earnings per share and earnings before interest, tax, depreciation and amortisation margin for Transferee Company's shareholders.

ii. <u>Diversification and potential for growth</u>

a. The merged entity will have diversified presence across more number of states and cities in India.
b. Limited micro-market overlap between the Transferee Company and Transferor Company will have limited impact due to cannibalization.
c. The merged entity will have significant opportunities for both brownfield and greenfield expansion.
d. Streamlining processes, functions and resources to drive better innovation and excellence.

iii. Synergies: The proposed amalgamation will result in multiple synergy benefits that can help accelerate growth and improve margins, as set forth below, thus creating value for the respective stakeholders of the Transferee Company and Transferor Company:

a. Revenue synergies: Strengthened initiatives with integrated operations, etc.
b. Supply chain: Rationalization of spends on procurement of drugs, consumables through centralization, better negotiating capabilities, etc.
c. Lower cost overheads: Optimization of various corporate functions and leveraging best practices, technology and channel mix optimization to allow a more coordinated approach towards governance for the businesses.

4. A Cost-Benefit analysis outlining the anticipated benefits versus associated costs of the scheme.

The proposed Scheme of Amalgamation of Chemgenix Laboratories Private Limited ("Transferor Company") with Vilin Bio Med Limited ("Transferee Company") is expected to provide the following benefits:

- Consolidation of the businesses and resources of the two companies;
- Operational and administrative synergies and reduction in duplication of costs;
- Optimum utilisation of financial, managerial, technical and other resources;
- Economies of scale and improved operational efficiencies;
- Simplification of the corporate structure and more efficient management; and
- Strengthening of the combined entity's business and long-term growth prospects.

The costs associated with the Scheme primarily comprise professional, legal, valuation, regulatory, Tribunal, filing, meeting, advertisement and other implementation expenses. These are largely one-time costs incurred for giving effect to the Scheme.

Considering the long-term strategic and operational benefits expected from the amalgamation, the Board of Directors is of the view that the anticipated benefits of the Scheme outweigh the costs associated with its implementation and that the Scheme is in the best interests of the Company and its stakeholders.

5. The Latest Financials of Chemgenix Laboratories Private Limited (CLPL) and Vilin Bio Med Limited (VBML), not older than 6 months from the date of Stock Exchange NOC, are enclosed seperately in the notice. **Enclosed separately with the Notice as Annexure 2 and Annexure 3 respectively**.

6. Promoter-wise as well as aggregate shareholding of the Promoter and Promoter Group in VBML, and CLPL, before and after giving effect to the scheme, along with the corresponding impact on public shareholding:

   The promoter-wise and aggregate shareholding of the Promoter and Promoter Group in Vilin Bio Med Limited ("VBML") and Chemgenix Laboratories Private Limited ("CLPL"), before and after giving effect to the Scheme, along with the corresponding impact on the public shareholding, is set out below:

   6.1 Aggregate Shareholding of Promoter and Promoter Group Members in VBML and CLPL after giving effect to the Scheme:

Sl. No.	**Name of the Shareholder**	**Existing Shares held in VBML**	**Shares held in CLPL**	**Aggregate Shares in VBML after Scheme**	**% of Post-Scheme Share Capital**
1	Mohan Rao Adhi	5,05,130	4,84,500	9,89,630	3.97%
2	Karunakar Reddy Kundoor	6,67,700	9,69,000	16,36,700	6.56%
3	Shankar Reddy Katireddy	17,80,520	19,38,000	37,18,520	14.91%
4	Sneh Bajpai	9,375	–	9,375	0.04%
5	Anuj Bajpai	15,000	–	15,000	0.06%
6	Jwala Veeravenkata Panduranga Praneeth	4,45,130	2,42,250	6,87,380	2.76%
7	Sharaz Shaik	18,31,979	19,38,000	37,69,979	15.12%
8	Allu Ramakrishna Reddy	11,12,830	9,69,000	20,81,830	8.35%
9	Pravallika Venna	13,35,400	14,53,500	27,88,900	11.18%
10	Daka Srinivas Reddy	–	2,42,250	2,42,250	0.97%

11	Geethika Koli	–	4,84,500	4,84,500	1.94%
12	Tanmayee Reddy Sama	21,250	–	21,250	0.09%
13	Ramiza Shaik	20,000	–	20,000	0.08%
14	Shaik Sharaf	4,000	–	4,000	0.02%
15	Julakanti Naga Avinash Reddy	8,90,260	9,69,000	18,59,260	7.45%
	TOTAL	**86,38,574**	**96,90,000**	**1,83,28,574**	**73.49%**

6.2 Aggregate Impact of the Scheme on Promoter / Promoter Group and Public Shareholding of VBML:

The aggregate impact of the Scheme on the shareholding of the Promoter and Promoter Group and the corresponding public shareholding of the Transferee Company, i.e., Vilin Bio Med Limited, is set out below:

Particulars	**Before giving effect to the Scheme**	**After giving effect to the Scheme**	**Change**
Total Paid-up Equity Share Capital of VBML	1,52,50,000	2,49,40,000	96,90,000
Promoter & Promoter Group – No. of Shares	86,38,574	1,83,28,574	96,90,000
Promoter & Promoter Group – %	56.65%	73.49%	16.84%
Public Shareholding – No. of Shares	66,11,426	66,11,426	–
Public Shareholding – %	43.35%	26.51%	-16.84%
Total	**1,52,50,000**	**2,49,40,000**	**96,90,000**
Total %	**100.00%**	**100.00%**	–

Note: The percentage of shareholding has been calculated with reference to the respective paid-up equity share capital of VBML before and after giving effect to the Scheme.

Upon the Scheme becoming effective, 96,90,000 equity shares of VBML are proposed to be issued to the shareholders of CLPL in accordance with the share exchange ratio specified under the Scheme. Accordingly, the paid-up equity share capital of VBML shall increase from 1,52,50,000 equity shares to 2,49,40,000 equity shares.

The existing Promoter and Promoter Group of VBML hold 86,38,574 equity shares, representing 56.65% of the existing paid-up equity share capital of VBML. Upon giving effect to the Scheme, the aggregate shareholding of the Promoter and Promoter Group, including the equity shares attributable to them pursuant to the Scheme, shall be 1,83,28,574 equity shares, representing 73.49% of the post-Scheme paid-up equity share capital of VBML.

Consequently, the public shareholding of VBML, which presently comprises 66,11,426 equity shares representing 43.35% of the existing paid-up equity share capital, shall comprise 66,11,426 equity shares representing 26.51% of the post-Scheme paid-up equity share capital.

Thus, the Scheme results in an increase of 16.84 percentage points in the shareholding of the Promoter and Promoter Group and a corresponding reduction of 16.84 percentage points in the percentage of public shareholding, solely due to the increase in the issued and paid-up equity share capital of VBML pursuant to the Scheme.

The Company shall continue to comply with the applicable provisions relating to minimum public shareholding and other applicable requirements under the Companies Act, 2013, SEBI regulations, circulars and other applicable laws, rules and regulations.

7. Details of the Registered Valuer issuing Valuation Report and the Merchant Banker issuing Fairness Opinion, along with a summary of the methods considered for arriving at the share exchange ratio, rationale for adopting such methods, basis and key assumptions, along with all the documents relied upon by the valuer for issuing the valuation report:

a) The Valuation Reports dated February 16, 2026 have been issued by **Swapna Priya & Associates, Registered Valuer**, for the purpose of determining the Share Exchange Ratio under the Scheme.

b) The valuation methodology, basis, key assumptions and documents relied upon by the Registered Valuer for arriving at the Share Exchange Ratio are set out in the aforesaid Valuation Reports.

c) IDBI Capital Markets & Securities Limited, a SEBI Registered Merchant Banker – Category I, Registration No. INM000010866, through Mr. D. Subrahmanyam, Senior Vice President, Investment Banking Division, Hyderabad, has issued the Fairness Opinion Report in relation to the Share Exchange Ratio determined under the Scheme.

d) A Certificate dated February 16, 2026 has also been issued by the Statutory Auditors of the Transferee Company, PPKG & Co., Chartered Accountants, confirming that the Scheme is in compliance with the applicable Accounting Standards as specified by the Central Government under Section 133 of the Companies Act, 2013.

e) The details of the Share Exchange Ratio, the valuation methodologies considered, the rationale for adopting the relevant methodologies, the basis and key assumptions considered by the Registered Valuer, and the documents relied upon for the purpose of valuation are contained in the Valuation Reports dated February 16, 2026. The Fairness Opinion issued by IDBI Capital Markets & Securities Limited has also been considered in relation to the fairness of the Share Exchange Ratio. **The Valuation Report and Fariness Opinion Report is Enclosed herewith as Annexure 4 and 5 respectively.**

8. Details of Revenue, PAT and EBIDTA of VBML, and CLPL for Last 3 Financial Years. Enclosed herewith as **Annexure - 15**

9. Pre and Post Scheme Shareholding of VBML, and CLPL as on the date of shareholders' meeting notice, along with rationale for changes, if any, occurred between filing of draft scheme to notice to shareholders.:

   The pre and post Scheme shareholding pattern of Vilin Bio Med Limited ("VBML") and Chemgenix Laboratories Private Limited ("CLPL"), as on the date of the Notice convening the meeting of the shareholders, **is enclosed separately as Annexure-13 to this Notice.**

10. The Value of Assets and Liabilities of CLPL being transferred to VBML and Post-Scheme Balance Sheet of VBML. **Enclosed herewith as Annexure - 14**

11. Disclose Details of all pending or ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the entities involved in the scheme, including their Promoters/Directors/Kmps, and the possible impact of the same on VBML: **Enclosed herewith as Annexure - 11**

12. Disclose details of Proposed Reclassification of Promoters and Promoter Group entities for VBML; and the reasons thereof: The Promoter/ Prompter Group of Chemgenix Laboratories Private Limited (CLPL) will form part of Promoter/ Prompter Group of Vilin Bio Med Limited (VBML).

13. Conditions imposed by Lenders, if any, may be disclosed to the Public Shareholders along with the impact of same on the draft scheme.:

    Not Applicable. There are no specific conditions imposed by the lenders in relation to the Scheme which are required to be disclosed to the public shareholders. Accordingly, there is no impact of any such conditions on the Draft Scheme.

14. A Scheme of Arrangement between Chemgenix Laboratories Private Limited (Transferor Company) and Vilin Bio Med Limited (Transferee Company with effect from 01.07.2025 being the Appointed Date, has been approved by the respective Board of Directors of the said Companies at their respective meetings held on February 16, 2026 under the provisions of Sections 230 to 232 of the Companies Act, 2013. The Board of Directors of the Company approved the Scheme after taking into consideration the rationale of the Scheme and the certificate issued by the Statutory Auditors of the Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

15. The Board of Directors of the company in its meeting held on February 16, 2026 authorized, empowered and directed severally, any of the Directors or Company Secretary, to file the Scheme along with necessary documents by making application, petition etc., with the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad ("Hon'ble Tribunal/ NCLT") and with such other authorities as may be required for taking their approval to the Scheme and further

authorized, empowered and directed them to take all such necessary steps and actions to give effect to the provisions of the Scheme.

16. Accordingly, a Joint Application vide CA (CAA) No. 29/230/HDB/2026 was made to the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad, by the Applicant Companies seeking, inter alia, directions to conduct Meeting of shareholders, dispensation of meeting of creditors of the Transferee Company, and to conduct Meeting of Trade Creditors and dispensation with Meetings of Shareholders and other Creditors of the Transferor Company and dispensation of Meeting of Shareholders and Creditors of the Transferee Company as applicable and as may be granted by the Hon'Ble Tribunal under section 230 to 232 of the Companies Act, 2013, on September 10, 2026.

17. The CA (CAA) No. 29/230/HDB/2026 was allowed by the Hon'ble Tribunal vide Order dated September 10, 2026 and pursuant to said Order a meeting of the Equity Shareholders of Vilin Bio Med Limited ("VBML" or "Transferee Company") is being convened physically on Thursday the 15th day of October 2026 at 11.00 A.M physically and held on Thursday, October 15, 2026 at 11:00 P.M. (IST) at Plot No.43, H.No.8-2-269/S/43, 2nd Floor Sagar Co-operative Housing Society Ltd, Road No.2, Banjara Hills, Khairatabad, Hyderabad, Telangana 500034 and via VC/OAVM facility to enable the shareholders to participate. The Deemed venue for the Meeting shall be Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034 for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme of Arrangement between Chemgenix Laboratories Private Limited (Transferor Company) and Vilin Bio Med Limited (Transferee Company) and their respective Shareholders and Creditors.

18. Description, Information and Other Details Pertaining to the Applicant Companies

I. TRANSFEROR COMPANY

a. Chemgenix Laboratories Private Limited, was originally incorporated as a Private Limited Company under the name and style "Chemgenix Laboratories Private Limited" under the provisions of Companies Act, 2013, on August 01, 2016 in the State of Telangana vide Corporate Identity Number (CIN) U52190TG2016PTC111232 issued by the Registrar of Companies, Hyderabad having its Registered Office in H.No 8-2-269/S/43, Plot No.43, 2nd Floor, Sagar

Co-operative Housing Society Ltd, RoadNo.2, Banjara Hills, Khairatabad, Hyderabad-500034, Telangana, email: chemgenix2025@gmail.com. The company is engaged in business of providing pharmaceuticals specializing in the research, development, and manufacturing of high-quality oncology Active Pharmaceutical Ingredients (APIs) and specialty chemicals.

b. Few of the main objects of the Transferor Company are as follows:

1. To carry on the business of developing and offering all kinds of pharmaceuticals, antibiotics, drugs, medicines, biological, nutraceuticals, ayurvedic, antiseptics, chemical, dietary supplement products and bio-technology products and services that support preventive, curative and regenerative healthcare and formulate, process, develop, refine all kinds of pharmaceuticals, antibiotics, medicinal preparations, drugs, chemicals, chemical products and allied goods.
2. To carry on the business of conducting research, clinical trials and regulatory submissions associated with innovations, file patents and develop products in pharmaceuticals and bio-tech business. Bottling, repacking, processing of capsules, syrups, tablets and ointments and to manufacture, distribute and sell products in pharma and biotechnology business domain.
3. To carry on in india or abroad business of chemists, druggists, importers, exporters, traders, buyers, sellers, wholesalers, merchants, agents, distributors, sub-agents, consignors, general order suppliers, representatives, distributors and stockists of all kinds of pharmaceuticals.
4. To establish and run medical transcription centres, data processing/computer centres, retail chains, e-commerce, and to offer wholesale, retail, e-commerce facilities, health constancy and data processing and other services that are normally offered by health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, etc.

c. The authorized, issued, subscribed and paid-up share capital of the Transferor Company as at date of the Notice are as under:

Share Capital	Amount in Rs.
Authorized Capital	
2,00,00,000 Equity Shares of Rs.10/- (Rupees Ten only) each.	20,00,00,000
Total→	**20,00,00,000**
Issued, Subscribed Capital and Paid-Up Capital	
96,90,000 Equity Shares of Rs.10/- (Rupees Ten only) each.	9,69,00,000
Total→	**9,69,00,000**

There has been no change in the capital structure of the Transferee Company till the date of this Notice.

d. List of the Equity Shareholders of the Transferor Company as on as at date of the Notice are as under:

Sl. No.	Name of Equity shareholder	Total No. of shares held	% of Shareholding
1.	Karunakar Reddy Kundoor	969000	10.00%
2.	Shankar Reddy Katireddy	1938000	20.00%
3.	Jwala Veeravenkata Panduranga Praneeth	242250	2.50%
4.	Daka Srinivasareddy	242250	2.50%
5.	Allu Ramakrishna Reddy	969000	10.00%
6.	Pravallika Venna	1453500	15.00%
7.	Julakanti Naga Avinash Reddy	969000	10.00%
8.	Shaik Sharaz	1938000	20.00%
9.	Geethika Kolli	484500	5.00%
10.	Mohan Rao Adhi	484500	5.00%
Total		**96,90,000**	**100%**

e. All the Directors of the Transferor Company, forming part of its Board of Directors, participated and voted in favour of the resolution, passed on February 16, 2026 approving the Scheme. Details of Directors along with their addresses are mentioned herein below:

Name	DIN	Address	Designation
Mr. Allu Ramakrishna Reddy	09151234	Flat No-901, Phoenix, A-Block, Hitex Road, Meenakshi Sky Lounge, VTC: Kondapur, PO: Kondapur, Sub District: Serilingampally. District: K.v. Rangareddy, State: Telangana, PIN Code: 500084	Director
Mr. Durga Kishore Pabbanidi	11045613	7-93/2, Venkateswara Swamy Temple Vyaghreswaram, Pulletikrru, East Godavari Andhra Pradesh-533239	Director

II. TRANSFEREE COMPANY

a. Vilin Bio Med Limited, was originally incorporated as a Public Limited Company under the name and style "Vilin Bio Med Limited" under the provisions of Companies Act, 1956, on June 29, 2005 in the State of Telangana, Hyderabad vide Corporate Identity Number (CIN) L24230TG2005PLC046689, issued by the Registrar of Companies, Hyderabad, having its Registered Office in Hyderabad, Telangana, Email : cs@vilinbiomed.co.in. The company is engaged in business of providing a diverse range of pharmaceutical products such as Oral Liquids, Dry Syrups, Sachets, External Preparations, Beta and Non-Beta Lactam Tablets and Capsules, and Nutritional Food Supplements. The Company is a Public Limited Company and its equity shares are listed on NSE.

b. The authorized, issued, subscribed and paid-up share capital of the VBML as at date of the Notice is as under:

Share Capital	Amount in Rs.
Authorized Capital	
2,50,00,000 Equity Shares of Rs. 10 each	25,00,00,000
Total	**25,00,00,000**
Issued, Subscribed Capital and Paid-Up Capital	
1,52,50,000 Equity Shares of Rs. 10 each	15,25,00,000
Total	**15,25,00,000**

There has been no change in the capital structure of the Transferee Company till the date of this Notice.

c. Details of Promoters/promoter group of Transferee Company (as on date of this Notice) are mentioned herein below:

Sl. No	Name of the Promoter	Category
1.	Sharaz shaik	Promoter
2.	Shankar reddy katireddy	Promoter
3.	Allu ramakrishna reddy	Promoter
4.	Pravallika venna	Promoter
5.	Jwala veeravenkata panduranga praneeth	Promoter
6.	Karunakar reddy kundoor	Promoter
7.	Ramiza shaik	Promoter and Promoter Group
8.	Shaik sharaf	Promoter and Promoter Group
9.	Mohan rao adhi	Promoter
10.	Julakanti naga avinash reddy	Promoter
11.	Tanmayee reddy sama	Promoter
12.	Anuj bajpai	Promoter
13.	Sneh bajpai	Promoter

19. Amount Due to Unsecured Creditors

The amount due to Unsecured and Secured creditors by the Chemgenix Laboratories Private Limited ("CLPL" or "Transferor Company") as on June 30, 2026 is Rs. 32,67,81,799/- and 1,03,00,000/- respectively.

The amount due to Unsecured creditors by the Vilin Bio Med Limited ("VBML" or "Transferee Company") as on June 30, 2026 is 15,10,22,715.05/-

20. Interest of Directors, Key Managerial Personnel (KMP'S), their Relatives and Debenture Trustee:

i. None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their shareholding in the Company, if any, or as its unsecured creditor. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme, whether financial or otherwise.

ii. None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their shareholding in the Company, if any, or as its unsecured creditor. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme, whether financial or otherwise.

iii. The Companies involved in this Scheme does not have any Depositors or Debenture Holders, hence the question of disclosure of interest of Depositors Trustee or Debenture Trustee or effect on their material interest does not arise. It is further stated that there shall be no effect of arrangement on the material interest of directors, KMPs.

21. Approvals and Intimations in Relation to the Scheme

In terms of Regulation 37 of the SEBI Listing Regulations, and Master Circular SEBI/HO/CFD/POD -2/P/CIR/2023/93, dated June 20, 2023 ("SEBI Master Circular"), NSE, vide its Letter No. NSE/LIST/51133, dated 23.12.2025, containing its comments along with that of SEBI's comments, has conveyed its "No Objection" so as to enable the Company to file the draft scheme with NCLT. There are no adverse observations on the Scheme in the said letter of NSE.

22. Auditors' Certificate on Conformity of Accounting Treatment specified in the scheme with accounting standards: The Auditors of all the Companies involved in this Scheme have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.

23. The rights and interests of creditors of both the Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner post Scheme.

24. There are no winding up proceedings pending against any of the both the Companies as on date.

25. The financial position of the both the Companies will not be adversely affected by the Scheme.

26. The Scheme of Arrangement requires the approval / sanction / no objection from the following regulatory and government authorities:

    a) Registrar of Companies
    b) Regional Director
    c) Official Liquidator
    d) NSE (SEBI)
    e) National Company Law Tribunal, Hyderabad Bench

    The Companies are yet to obtain the approval of Registrar of Companies, Regional Director and official liquidator and the National Company Law Tribunal, Hyderabad Bench at Hyderabad. The approval of the aforesaid authorities will be obtained at appropriate time.

27. The Composite Scheme of Amalgamation, subject to any modification(s) approved or imposed or directed by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad, unless otherwise specified in the Scheme, shall become operative from the Effective Date and effective from the Appointed Date, upon certified copies of the orders of the NCLT, sanctioning the Scheme being filed with the Registrar of Companies / MCA.

28. A copy of the Notice, the Explanatory Statement, the Scheme of Amalgamation, details & information as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Reports adopted by the Board of Directors of the respective Companies involved in the Scheme, explaining the effect of the Scheme on promoters and non-promoter Shareholders, employees etc., Memorandum and Articles of Association of the Applicant Companies and other relevant documents are also available on the website of the Company, i.e., vilinbio.com and also available for inspection at the registered office on all working days (except on Sundays and Public holidays) between 9:00 A.M. to 5.00 P.M. till the date of this Meeting.

29. None of the Directors and KMPs of respective Companies and their respective relatives is concerned or interested, financially or otherwise in the proposed resolution except as shareholders / unsecured creditor of their respective companies in general.

30. The Board of Directors recommends the resolution set out in the notice in relation to the approval of the proposed Composite Scheme of Arrangement between Chemgenix Laboratories Private Limited ("CLPL or Transferor Company") and Vilin Bio Med Limited ("VBML or Transferee Company) and their respective Shareholders and Creditors.

31. This statement may be treated as an Explanatory Statement under Section 102 read with sections 230 to 232 of the Companies Act, 2013, read with relevant rules made thereunder.

32. A copy of the Notice along with Explanatory Statement may be obtained from the Registered Office of the Company.

33. NSE in their observation letters dated August 10, 2026 advised the Company to include certain disclosures in the notice as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Transferee Company to the shareholders while seeking approval under section 230 and 232 of the Companies Act, 2013, o that public shareholders can make an informed decision in the matter. The said disclosures have been summarised as under:

S. No	Remarks in the Observation Letter	Information required to be disclosed
1.	The Company shall ensure that Scheme shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	It is hereby clarified that the Company confirms that the Scheme of Arrangement and Amalgamation shall be in compliance with the provisions of Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable SEBI laws, regulations, circulars and directions. The Company shall ensure that the Scheme does not violate, override or contravene any applicable provisions of securities laws or the requirements prescribed by SEBI and the Stock Exchange.
2.	The Company shall ensure that the entities involved in the proposed Draft Scheme shall not make any changes in the Draft Scheme subsequent to filing the Draft Scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/ authorities/ tribunal.	It is hereby clarified that the Company confirms that the entities involved in the proposed Draft Scheme shall not make any changes, modifications or amendments to the Draft Scheme subsequent to its filing with SEBI by the Stock Exchange(s), except for such changes, modifications or amendments as may be specifically required or mandated by SEBI, the Stock Exchange(s), NCLT or any other

		regulatory/statutory authority or tribunal.
3.	The Company shall ensure that the entities involved in the Draft Scheme have complied with the relevant provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable regulations and circulars.	It is hereby clarified that the Company confirms that the entities involved in the Draft Scheme have complied and shall continue to comply with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, rules, regulations, circulars, notifications and guidelines issued by the competent regulatory/statutory authorities, as applicable to the Draft Scheme.
4.	The Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Draft Scheme.	Details of material ongoing adjudication & recovery proceedings, prosecutions initiated and all other material enforcement action taken against the company, its promoters and directors, as applicable as on date are enclosed herewith as **Annexure - 11**
5.	The Company shall ensure compliance with the SEBI circulars issued from time to time	The Company hereby confirms that it shall ensure compliance with all applicable SEBI circulars, notifications, guidelines and directions issued from time to time, as may be applicable to the Scheme and the entities involved therein.
6.	The entity is advised that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as	Information relating to the unlisted company involved in the Scheme, namely Chemgenix Laboratories Private Limited in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the Securities and

	provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.	Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), read with the SEBI Scheme Circular, is enclosed as **Annexure – 12.**
7.	The Company shall ensure that the financials in the Draft Scheme considered are not for period more than 6 months old.	The Company confirms that the financial statements/financial information considered in the Draft Scheme are not more than six months old as on the relevant date of filing of the Draft Scheme, and the Company shall ensure compliance with the applicable SEBI requirements in this regard.
8.	**The entity is advised that, the companies disclose the following, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.**	
S. No	**Particulars**	**Response**
8.1	In the interest of ensuring transparency and informed decision making by public shareholders, transferee company to prominently disclose following information on the very first page of the notice convening the shareholders meeting for approval of scheme of arrangement (in bold text and highlighted for visibility) and in all the further communications to the public shareholders:	Kindly refer to **Paragraph 1** of the Explanatory Statement annexed to the Notice for the relevant details.

8.2	The rationale and objectives underlying the proposed scheme.	Kindly refer to **Paragraph 3** of the Explanatory Statement annexed to the Notice for the relevant details.
8.3	A detailed explanation of the impact of the scheme on shareholders, including any dilution or change in rights.	Kindly refer to **Paragraph 3** of the Explanatory Statement annexed to the Notice for the relevant details.
8.4	A cost-benefit analysis outlining the anticipated benefits versus associated costs of the scheme	Kindly refer to **Paragraph 4** of the Explanatory Statement annexed to the Notice for the relevant details.
8.5	The latest financials of Chemgenix Laboratories Private Limited (CLPL) and Vilin Bio Med Limited (VBML), not older than 6 months from the date of Stock Exchange NOC, to be hosted on the Company's website and also disclosed in the explanatory statement.	Refer **Annexure 2 and 3** enclosed herewith.
8.6	Promoter-wise as well as aggregate shareholding of the promoter and promoter group in VBML, and CLPL, before and after giving effect to the scheme, along with the corresponding impact on public shareholding.	Kindly refer to **Paragraph 6** of the Explanatory Statement annexed to the Notice for the relevant details.
8.7	Details of the Registered Valuer issuing Valuation Report and the Merchant Banker issuing Fairness opinion, along with a summary of the methods considered for arriving at the Share Exchange Ratio, Rationale for adopting such methods, basis and key assumptions, along with all the documents relied upon by	Kindly refer to **Paragraph 7** of the Explanatory Statement annexed to the Notice for the relevant details.

	the valuer for issuing the valuation report.	
8.8	Details of Revenue, PAT and EBIDTA of VBML, and CLPL for last 3 financial years.	Refer **Annexure 15** enclosed herewith.
8.9	Pre and Post Scheme Shareholding of VBML, and CLPL as on the date of shareholders' meeting notice, along with rationale for changes, if any, occurred between filing of draft scheme to notice to shareholders.	Kindly refer to **Paragraph 9** of the Explanatory Statement annexed to the Notice for the relevant details and **Annexure 13.**
8.10	The value of Assets and liabilities of CLPL being transferred to VBML and post-scheme balance sheet of VBML.	Refer **Annexure – 14** enclosed herewith
8.11	Disclose details of all pending or ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the entities involved in the scheme, including their promoters/directors/KMPs, and the possible impact of the same on VBML.	Refer **Annexure – 11** enclosed herewith.
8.12	Disclose details of proposed reclassification of Promoters and Promoter Group entities for VBML; and the reasons thereof.	Kindly refer to **Paragraph 12** of the Explanatory Statement annexed to the Notice for the relevant details.
8.13	Conditions imposed by lenders, if any, may be disclosed to the public shareholders along with the impact of same on the draft scheme.	Kindly refer to **Paragraph 13** of the Explanatory Statement annexed to the Notice for the relevant details.

9.	The Company shall ensure to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder	The Company confirms that it shall comply with all applicable provisions of the Companies Act, 2013 and the rules, regulations, notifications, circulars and guidelines issued thereunder, as applicable to the Scheme and the entities involved therein.
10.	It is to be noted that the petitions are filed by the companies before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the companies are not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.	The Company submits that the Scheme was filed before the Hon'ble NCLT only after completion of the prescribed process and receipt of the comments/observations of SEBI and the Stock Exchange(s) on the Draft Scheme. The Company has duly considered and complied with the applicable comments/observations communicated by SEBI and the Stock Exchange(s) prior to filing the petition/application before the Hon'ble NCLT. Accordingly, the Scheme as filed before the Hon'ble NCLT is the Scheme after incorporating/complying with the comments/observations of SEBI and the Stock Exchange(s).
11.	The Company shall ensure that the listed entities involved in the proposed scheme shall disclose the No-Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.	It is hereby clarified that the company has disclose the No-Objection letter of the Stock Exchange(s) on its website ie., www.vilinbio.com, within 24 hours of receiving the same.

34. Inspection of Documents:

Electronic copy of the following documents will be available for inspection in the "Investor Relations" section of the website of the Company at www.vilinbio.com

a. Memorandum and Articles of Association of the Transferee Company;
b. Copy of the order of the Hon'ble NCLT dated September 10, 2026;
c. Copy of the Scheme;
d. Audited Financial Statements of the Transferee Company for the financial year ended March 31, 2026;
e. Audited 3 years of Financial Statements of both the Company
f. Pre Shareholding Pattern of the Transferee Company
g. Undertaking from the Banks/Financial institutions/Debenture Trustees
h. No Objection Certificate from the Secured Creditors of the company
i. Pricing Certificate from the statutory auditors of the company
j. Report of the Audit Committee and Committee of Independent Directors of the Transferee Company each dated February 16, 2026 recommending the Scheme;
k. Independent Valuation Report dated February 16, 2026 issued by Swapna Priya Vootla (IBBI Registration Number: IBBI/RV / 06 / 2023 / 1538A) Registered Valuer.
l. Fairness opinion dated February 16, 2026 issued by IDBI Capital Markets & Securities Limited Merchant Bank Category-I Registration No. INM000010866 ("Fairness Opinion").
m. Accounting Treatment Certificate given by both the statutory auditors of the company.
n. Board Resolution from both the companies dated February 16, 2026
o. Confirmation by the company under regulation 37 of the SEBI (LODR) Regulations, 2015.
p. Compliant Report Submitted to the NSE
q. Copy of the No Adverse Observation letter dated August 10, 2026 provided by National Stock Exchange Limited ('NSE) on the Scheme.
r. Reports adopted by the respective Board of Directors of the Transferor Company and the Transferee Company, pursuant to the provisions of Section 232(2)(c) of the Act;
s. The summary details of the ongoing adjudication & recovery proceedings, prosecution initiated and all enforcement action taken, if any, against the Transferee Company, its promoters and directors;

t. All other documents displayed on the website of the Transferee Company in terms of the SEBI Scheme Circular.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Transferee Company, its equity shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the equity shareholders

Sd/-

Mr. Nitish Bandary,

Chairperson of the Tribunal Convened

Meeting of Equity Shareholders of Vilin Bio Med Limited

appointed by the Hon'ble NCLT, Hyderabad Bench-I

Date: 15.09.2026

Place: Hyderabad

Registered Office: Plot No. 43, H. No.

8-2-269/S/43, 2nd floor SagarCo-op Housing

Society Ltd, Road No. 2, BanjaraHills,

Khairatabad, Hyderabad, Telangana, 500034

CIN: L24230TG2005PLC046689

Email ID: cs@vilinbiomed.co.in

Website: www.vilinbio.com

Proxy Form MGT-11

Form No. MGT -11

PROXY FORM

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

CIN: L24230TG2005PLC046689

Name of the Company: **VILIN BIO MED LIMITED**

Registered Office: Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034.

Name of the Creditor (s):_____

Registered address:_____

E-mail Id:_____

I/We, being the Creditor (s) for Rs. ..... as on _____ of the above-named Company, hereby appoint:

1. Name:

.....

Address:

.....

.....

.....

Email ID:

.....

Signature, or filing him/her

2. Name:

.....

Address:

.....

.....
.....

Email ID:

.....

Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Hon'ble NCLT, Hyderabad Convened Meeting of Creditors of the Company to be held on Thursday, October 15, 2026 at Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034 ***at 11.00. AM (IST)*** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos:
Ordinary Business: NA

Special Business:

1. Considering and, if thought fit, approving, with or without modification the Scheme of Amalgamation between all the Chemgenix Laboratories Private Limited ("Transferor Company") with Vilin Bio Med Limited, ("Transferee Company") and their respective shareholders and creditors.

Affix Adequate Revenue Stamp

Signed this ..... day of 2026

Signature of Creditor Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. If the creditor is a company//Body Corporate then it should accompany this form with certified copy of Board Resolution duly signed by Chairman/Managing Director/Executive Director/Company Secretary as authorized. The Pro -forma of the Board Resolution is attached herewith in the notice

3. If the creditor is LLP then it should be duly signed by Designated Partner or any other partner as authorized by deed or otherwise with consent of other partners, shall accompany this form with letter of authorization. The Pro-forma letter of authorization is attached herewith as in the notice.

Board Resolution

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF _____ HELD ON _____ DAY OF _____ 2026 AT THE REGISTERED OFFICE OF THE COMPANY.

AUTHORISATION FOR REPRESENTATION

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013(the Act) and any other applicable provisions of the Act read with Rules thereunder consent of the Board be and is hereby accorded to authorize Mr._____,(designation) to act as representative of our Company and to attend and vote in respect of all items of business at the Creditors meeting of Vilin Bio Med Limited (Transferee Company) to be held on Thursday, October 15, 2026 at: Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034 at 11.00. AM (IST) or any adjournments thereof."

RESOLVED FUTHER that the representative is hereby authorized to sign and submit all the necessary papers, letters, forms, etc. to the company in connection with the meeting. The acts done and documents shall be binding on the company."

RESOLVED FUTHER that ---------- (designation) is here by authorized to sign a copy of this resolution to submit with the necessary and appropriate authorities.

For _____

Name of the director _____

Designation_____

Letter of Authorization

AUTHORIZATION LETTER

To,
The Chairperson
Appointed by the Hon'ble NCLT, Hyderabad,
vide its Order dated September 10, 2026 for its convened meeting of
the Creditors of the Transferee Company
Vilin Bio Med Limited,
Regd. Off: Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034

Sub: Authorization letter to attend and vote in the CREDITOR'S Meeting.

Dear Sir,

We M/s_____, do hereby authorize _____ (designation) to represent us to attend and vote at the meeting of CREDITORS of the Transferee Company to be held on Thursday, October 15, 2026 at Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034 **at 11.00. AM (IST)** and exercise any rights and the powers (including the right to vote by proxy) in the same manner as we could exercise as a creditor of Vilin Bio Med Limited and any adjournment thereof.

The actions, deeds and other acts of authorized signatory are binding on our organization

PLACE:

DATE:

Signature: _____

Name: _____

Designation: _____

ATTENDANCE SLIP

VILIN BIO MED LIMITED
[CIN L24230TG2005PLC046689]
Regd. Off: Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034

Name of the Creditor:

Address:

Amount of Debt as on Cut-off date:

Full Name of the Proxy if attending the meeting:
.....

I/ We hereby record my/ our presence at the Tribunal Convened Meeting of Creditors of the Company to be held Thursday, October 15, 2026 at Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, BanjaraHills, Khairatabad, Hyderabad, Telangana, India, 500034 **at 11.00. AM (IST).**

.....

Signature of the Creditor / Proxy attending the Meeting

Notes:

1. *Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.*
2. *Attendee/Attendees to carry proof of identity viz PAN/Passport Original Copy / Driving License or* any other Original Government or Statutory Authority Document having Signature and photograph *(Please note that, Aadhar Card has only photograph and being no specimen signature on it, hence need to carry the document having signature)*
3. *Please bring Original Proof of Identity along with self-attested copy of the same*

Location & Route Map

Google Location: 48, Banjara Hills Rd Number 3, Sagar Society, Sri Nagar Colony, Aurora Colony, Banjara Hills, Hyderabad, Telangana 500082

Route Map –

