



Bharat Parenterals Limited

Registered Office & Works:

Survey No.: 144-A, Jarod-Samlaya Road, Vill. Haripura,
Ta. Savli, Dist. Vadodara - 391520 (Guj.) India.

Mobile : 99099 28332

E-mail: info@bplindia.in, Web.: www.bplindia.in

CIN NO: L24231GJ1992PLC018237

(WHO-GMP CERTIFIED ★ STAR EXPORT HOUSE)

Date: October 01, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai -400001

Scrip Code: 541096

Subject: Notice of Extra-Ordinary General Meeting.

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that an Extraordinary General Meeting (EGM) of our Company is scheduled to be held on Friday, October 23, 2026 at 11:30 A.M through Video Conference (VC)/ Other Audio-Visual Means (OAVM) in accordance with relevant circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Please find enclosed The Notice of Extra-Ordinary General Meeting along with the Explanatory Statement.

The Company has completed the delivery of Notice of Extra-Ordinary General Meeting by Thursday, October 01, 2026, through electronic mode, i.e. email to all the members of the Company whose e-mail IDs are registered with the Company / Depository Participant(s) the Registrar and Share Transfer Agent (R & T Agent).

The Remote e-Voting will commence on Tuesday, October 20, 2026, at 09:00 a.m. IST and will conclude on Thursday, October 22, 2026, at 05:00 p.m. IST.

This is for your information and records, and we request you to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

Yours faithfully,

For Bharat Parenterals Limited

SHARMIN
NARESHKUMAR SONI
AR SONI

Digitally signed by
SHARMIN
NARESHKUMAR SONI
Date: 2026.10.01
15:45:29 +05'30'

Sharmin Soni

Company Secretary & Compliance Officer

ICSI Membership Number: A-75694



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Dear Members,

Sub: Invitation to attend the Extraordinary General Meeting ("EGM") of Bharat Parenterals Limited ("the Company") to be held on Friday, October, 23, 2026.

You are cordially invited to attend the EGM of the Company scheduled to be held on Friday, October 23, 2026, at 11:30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The notice convening the EGM is enclosed herewith.

For ease of participation, key details regarding the meeting are as follows:

Sr.No.	Particulars	Details
1.	Link for participation in EGM through VC	https://www.evoting.nsdl.com/ Members may attend the EGM through VC by accessing the above link and by using the remote e-voting credentials. Please refer to the instructions of this Notice for further information.
2.	Link for remote e-voting	https://www.evoting.nsdl.com/
3.	Cut-off date for e-voting	Friday, October 16, 2026
4.	Time period for e-voting	Starts on Tuesday, October 20, 2026 at 9:00 a.m. (IST) Ends on Thursday, October 22, 2026 at 5:00 p.m. (IST)
5.	Last date for publishing results of the e-voting	On or before Monday, August 26, 2026
6.	Contact details of Registrar and Share Transfer Agent (RTA)	Adroit Corporate Services Private Limited 18-20, Jafferbhoy Industiral Estate, 1st Floor, Makwana Road, Marol Naka, Andheri East, Mumbai, Maharashtra, 400059 Email ID: info@adroitcorporate.com
7.	Helpline number for e- voting	National Securities Depository Limited (NSDL) Tel No. 022 - 48867000 Email: evoting@nsdl.com
8.	Helpline number for VC Participation	For any assistance or support before or during the EGM, members may contact the Company at: Email Id: cs@bplindia.in



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9.	Scrutiniser Details	CS Jigar Trivedi (Membership No. A-46488) Practicing Company Secretaries, Ahmdabad Email: csjigartrivedi@gmail.com
10.	Company Contact details	Email: cs@bplindia.in Tel No.: 02667-251679 / 251680 / 9909928332

Best Regards,
For Bharat Parenterals Limited

Sd/-
Sharmin Soni
Company Secretary & Compliance Officer
Membership No. – A75694

Date: October 01, 2026
Place: Vadodara

Enclosed:

1. *Notice of EGM*
2. *Instructions to vote electronically using NSDL e-voting system*
3. *Instructions for participation in EGM through VC*



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Notice of Extraordinary General Meeting

NOTICE is hereby given that Extraordinary General Meeting ("EGM") of the members of Bharat Parenterals Limited ("the Company") will be held on Friday, October 23, 2026 at 11:30 A.M (IST) through Video Conference ("VC")/Other Audio-Visual Means ("OAVM") to transact the following special businesses:

1. Issuance of Equity shares of the Company on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules and regulations made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the regulations issued by the Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'SEBI LODR'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR'), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ('FEMA'), and all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued thereunder from time to time by the Government of India, Ministry of Corporate Affairs ("MCA"), Reserve Bank of India, the SEBI, the Stock Exchanges, the jurisdictional Registrar of Companies, and such other statutory/regulatory authorities (hereinafter collectively referred to as "Regulatory Authorities"), and subject to such other approvals, permissions, sanctions and consents, as may be required and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot up to 9,12,759 (Nine Lakhs Twelve Thousand Seven Hundred and Fifty-Nine Only) equity shares, on a preferential basis to the following Proposed Allottees, who are Non Promoters of the Company, at a price of Rs. 1522.85 (One Thousand Five Hundred Twenty-Two Rupees and Eighty-Five Paise Only) per equity share of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up of the Company (including a premium of Rs. 1512.85 per equity share), (the Preferential Issue) being the price not less than the price determined in accordance with Chapter V of the SEBI ICDR ('Floor Price') as on the Relevant Date (i.e., September 23, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting) determined in accordance with applicable law, aggregating to a total cash consideration of Rs. 138,99,95,043.15 (One Hundred Thirty-Eight Crore Ninety-Nine Lakh Ninety-Five Thousand Forty-Three Rupees and Fifteen Paise Only).



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Name of Proposed Allottees (Non-Promoters)

Sr. No.	Name of Proposed Allottees	No. of Equity shares proposed to be allotted	Consideration (INR)
1	WHITEOAK CAPITAL INDIA OPPORTUNITIES FUND	3,02,065	45,99,99,685.25
2	AURUM RISING INDIA FUND	1,64,165	24,99,98,670.25
3	WHITEOAK CAPITAL EQUITY TRUST - WHITEOAK CAPITAL EQUITY FUND II	1,31,332	19,99,98,936.20
4	ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	80,631	12,27,88,918.35
5	WHITEOAK CAPITAL MULTI CAP FUND	45,966	6,99,99,323.10
6	INDIA ACORN FUND LTD	37,127	5,65,38,851.95
7	PERPETUITY HEALTH TO WEALTH (H2W) RISING FUND	36,116	5,49,99,250.60
8	WHITEOAK CAPITAL EQUITY FUND	26,266	3,99,99,178.10
9	SOAR WEALTH MANAGERS LLP	19,699	2,99,98,622.15
10	SNEHAL BHUPENDRA SHAH JOINTLY WITH SURABHI SNEHAL SHAH	19,699	2,99,98,622.15
11	ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	13,579	2,06,78,780.15
12	WHITEOAK CAPITAL PHARAM AND HEALTHCARE FUND	13,133	1,99,99,589.05
13	KISHORE MUNDRA	9,849	1,49,98,549.65
14	NITIN JAIN JOINTLY WITH DYPAL NITIN JAIN	6,566	99,99,033.10
15	WHITEOAK CAPITAL AGGRESSIVE HYBRID FUND	6,566	99,99,033.10
Total		9,12,759	138,99,95,043.15

FURTHER RESOLVED THAT the equity shares of the Company being offered, issued and allotted by way of a Preferential Issue/ allotment shall, *inter alia*, be subject to the following:

- The equity shares shall be issued and allotted by the Company in de-materialized form within the time prescribed under the applicable laws and where the allotment of the Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;



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- ii) The equity shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights, if any;
- iii) The 'Relevant Date' for the offer, issue and allotment of the equity shares by way of the Preferential Issue, as per the SEBI ICDR, for determination of minimum price for the issue of said equity shares is September 23, 2026 being the date 30 (Thirty) days prior to the date of this Extraordinary General Meeting;
- iv) The equity shares to be offered, issued and allotted and pre-preferential allotment shareholding of Proposed Allottees, if any, shall be subject to lock-in as provided under the applicable provisions of the SEBI ICDR;
- v) The equity shares so offered, issued and allotted will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- vi) The consideration for the Preferential Issue shall be paid to the Company, from the bank accounts of the respective Proposed Allottees to be paid at the time of allotment and;
- vii) The price determined above shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR prior to the allotment of the Equity Subscription Shares;

FURTHER RESOLVED THAT subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorised to make an offer to the Proposed Allottees, through Letter of Offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and the SEBI ICDR containing the terms and conditions as set out herein after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited and within the timelines prescribed under the applicable laws.

FURTHER RESOLVED THAT the Board is authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR, without being required to seek any further consent or approval of the members.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottees, effecting any modifications changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA, RBI and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity



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shares without being required to seek any further consent or approval of the members of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company (including for appointment of agencies, intermediaries and advisors for the proposed transaction) and to represent the Company before any government or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

2 **Approval for making investments, giving loans, guarantees and providing security in excess of limits specified under Section 186(2) of the Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board') which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they it may be deemed beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.140,00,00,000/- (One Hundred and Forty Crores), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, outstanding at any point of time, as prescribed under Section 186 of the Act;

FURTHER RESOLVED THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, taking from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called and to do all acts, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities



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herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

For Bharat Parenterals Limited

Sd/-

Sharmin Soni

Company Secretary & Compliance Officer

ICSI Membership No.: A-75694

Registered Office:

Survey No.- 144-A, Jarod-Samlaya Road,

Village: Haripura, Taluka-Savli, Dist.

Vadodara-391520, Gujarat, India

Date: September 29, 2026

NOTES:

1. Explanatory Statement pursuant to Section 102, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolution, forming part of the Notice, is annexed herewith.
2. The Board of Directors of the Company ("The Board") at its meeting held on September 29, 2026 has appointed Jigar Trivedi & Co, Practicing Company Secretaries (Membership No. 46488) to act as "The Scrutinizer" for conducting the E-voting process in accordance with the Act in a fair and transparent manner.
3. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the Extra Ordinary General Meeting ('EGM') through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Members are requested not to visit Corporate Office/ Registered Office to attend the EGM.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM, the



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requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint their authorised representatives to attend the EGM through VC / OAVM and participate thereat and cast their votes through e-voting.

5. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents - M/s. Adroit Corporate Services Private Limited for assistance in this regard.
6. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Adroit Corporate Services Private Limited, in case the shares are held in physical form.
8. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the cs@bplindi.in
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.bplindia.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE at www.bseindia.in. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com.
12. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. Shareholders present at the EGM through VC/OAVM facility and who have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the EGM and for a period of 15



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minutes after the conclusion of the EGM. Shareholders who have voted through remote e-voting prior to the EGM will be eligible to attend/participate in the EGM through VC/OAVM. However, they will not be eligible to vote again during the meeting.

14. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
16. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
18. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on October 20, 2026, at 09:00 A.M. and ends on October 22, 2026, at 05:00P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. October 16, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being October 16, 2026.



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How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for



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	IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



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	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



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- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjigartrivedi@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,



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you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@bplindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@bplindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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



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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@bplindia.in. The same will be replied by the company suitably.
6. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to Meeting Mentioning their name, demat account number/folio number, email id, mobile number at cs@bplidnia.in. These queries will be replied to by the company suitably by email.
7. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
8. If any Votes are casted by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**For, Order of Board of Directors,
For Bharat Parenterals Limited**

Sd/-

Sharmin Soni
Company Secretary & Compliance Officer
ICSI Membership No.: A-75694
Email Id: cs@bplindia.in



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND OTHER RELEVANT PROVISIONS OF COMPANIES ACT, 2013, THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND SEBI ICDR.

Item No: 01

The Board of Directors of the Company ("Board") at their meeting held on September 29, 2026, approved raising of funds aggregating up to INR 138,99,95,043.15 (One Hundred Thirty-Eight Crore Ninety-Nine Lakh Ninety-Five Thousand Forty-Three Rupees and Fifteen Paise Only), by way of issuance of up to 9,12,759 (Nine Lakh Twelve Thousand Seven Hundred and Fifty Nine Only) fully paid-up Equity Shares of the Company ("Equity Shares"), having face value of Rs.10/- (Indian Rupee Ten) each, at a price of INR 1522.85 (Indian Rupees One Thousand Five Hundred Twenty-Two Rupees and Eighty-Five Paise Only) (including a premium of INR 1512.85 (Indian Rupees One Thousand Five Hundred Twelve Rupees and Eighty-Five Paise Only) per Equity Share by way of a preferential issue through private placement offer (the "Preferential Issue"), to the proposed Allottees, as stated in the resolution, subject to the approval of the Members, and such other approvals as may be required:

Each of the Proposed Allottees are eligible to subscribe to the proposed Preferential Issue in terms of Regulation 159 of the SEBI ICDR

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder and Regulation 160 (b) of SEBI ICDR, as amended from time to time, approval of the Members of the Company by way of special resolution is required for the proposed Preferential Issue..

Accordingly, in terms of the Act and the SEBI ICDR, consent of the Members is being sought for the aforesaid Preferential Issue.

Requisite disclosures in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI ICDR are given below:

1. Object of the Issue:

To meet its business requirements, including but not limited to investment in subsidiaries and for general corporate purposes, as under:

Object	Total estimated amount to be utilised up to (INR)	Tentative timeline for utilization of issue proceeds from the date of receipt of funds
Investment in Subsidiaries / Future Subsidiaries	Up to 135,00,00,000	Within 2 years from receipt of funds for the Issue (as set out herein)
General Corporate Purposes* (including expenses towards the proposed Preferential Issue)	Up to 3,99,95,043.15	Within 2 years from receipt of funds for the Issue (as set out herein)
Total	138,99,95,043.15	



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** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.*

Investment in Subsidiaries / Future Subsidiaries –The Company proposes to utilise up to ₹135.00 crore (Rupees One Hundred Thirty-Five Crore only) towards further investment in and/or providing financial support to its subsidiaries (present and future) for funding their existing and proposed business activities, expansion plans, capital expenditure and other growth initiatives.

The proposed deployment may include subscription to equity shares, preference shares or other permitted securities, quasi-equity instruments, unsecured loans, advances or such other forms of financial assistance as may be permissible under applicable laws, for the purposes of development, expansion and implementation of their existing and proposed projects/business activities.

The aforesaid funds shall be deployed in one or more tranches, based on the funding requirements, project implementation schedules and business plans of the respective subsidiaries and availability of funds with the Company.

Details of Company's current Subsidiaries are as under:

Sr. No	Name of Subsidiary	% Holding
1	Varenyam Biolifesciences Private Limited	100%
2	Varenyam Healthcare Private Limited	100
3	Innoxel Lifesciences Private Limited	55.89%

General Corporate Purposes – Up to ₹ 3,99,95,043.15/-

The Company proposes to utilise up to ₹ 3,99,95,043.15/- (Rupees Three Crore Ninety nine lakhs Ninety Five Thousand and Forty Three rupees and Fifteen Paise only) towards general corporate purposes, including for expenses towards the proposed Preferential Issue, meeting ongoing and future business requirements, administrative and operational expenses, business contingencies, strengthening of financial resources and such other purposes as may be permitted under applicable laws and as may be determined by the Board of Directors from time to time.

The amount proposed to be utilised towards General Corporate Purposes shall not exceed the permissible limit prescribed under applicable laws, regulations and circulars.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy for capital allocation and growth opportunities, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in



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such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Mode of Keeping the Issue Proceeds

Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, fixed deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

2. Maximum number of specified securities to be issued;

Upto 9,12,759 (Nine Lakhs Twelve Thousand Seven Hundred and Fifty-Nine Only)

3. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR, for the determination of the floor price for the relevant securities to be issued is Wednesday, September 23, 2026, i.e. 30 (thirty) days prior to the date of the shareholders' meeting on which this special resolution is proposed to be passed.

4. Particulars of the offer including date of passing of the board resolution, kind of securities offered, maximum number of securities to be issued, the issue price and material terms:

The Board of Directors of the Company ("Board") at their meeting held on September 29, 2026, approved raising of funds aggregating up to INR 138,99,95,043.15 (One Hundred Thirty-Eight Crore Ninety-Nine Lakh Ninety-Five Thousand Forty-Three Rupees and Fifteen Paise Only) by way of issuance of up to 9,12,759 (Nine Lakh Twelve Thousand Seven Hundred and Fifty Nine Only) fully paid-up Equity Shares of the Company ("Equity Shares"), having face value of Rs.10/- (Indian Rupee Ten) each, at a price of INR 1522.85. (Indian Rupees One Thousand Five Hundred Twenty-Two Rupees and Eighty-Five Paise Only) (including a premium of INR 1512.85 (Indian Rupees One Thousand Five Hundred Twelve Rupees and Eighty-Five Paise Only) per Equity Share by way of a preferential issue through private placement offer (the "Preferential Issue"), to the proposed Allottees as stated in the resolution and para 1 of this explanatory statement.

Date of passing of Board Resolution	:	September 29, 2026
Kind of securities offered	:	Equity shares
Max number of securities to be issued	:	9,12,759
Issue Price	:	Rs. 1522.85

Material Terms:

The equity shares proposed to be issued through this preferential issue shall be fully paid-up, listed on the BSE Limited and will rank pari-passu with the existing equity shares of the Company in all aspects from the date of allotment, in accordance with the applicable laws and provisions of the memorandum of association and articles of association of the Company.



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The Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR; and

The consideration for the Equity Shares shall be paid to the Company from the bank accounts of the respective Proposed Allottees.

5. Basis on which the price has been arrived at:

Requirement under SEBI ICDR

- a) In case the equity shares of a company are frequently traded, in terms of Regulation 164(1) of the SEBI ICDR, the minimum price at which the Equity Shares of the Company may be allotted shall not be less than higher of the following:
 - the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, preceding the 'relevant date'; or
 - the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, preceding the 'relevant date'.
- b) Further, as per Regulation 164(4) of the SEBI ICDR, a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.
- c) Provided that in each case, if the Articles of Association of the Company provide for a method of determination which results in a floor price higher than that determined under the SEBI ICDR, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue
- d) Further, as per Regulation 166A, any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

- e) Further, as per Regulation 165 of SEBI ICDR, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.



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Provided that the issuer shall submit a certificate stating that the issuer compliance of this regulation, certificate obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed.

Pricing formula applicable to the proposed Preferential Issue by the Company:

- The articles of association of the Company do not prescribe any method of determination for valuation of shares, and therefore, the 'floor price' has been computed in accordance with the pricing formula prescribed under the SEBI ICDR.
- The proposed allottees consist of more than 5 (five) Qualified Institutional Buyers.
- The equity shares of Company are listed on BSE Limited and infrequently traded in accordance with SEBI ICDR.

The proposed issue of equity shares will result in allotment of more than five per cent of the post issue fully diluted share capital, to allottees acting in concert (Whiteoak AIFs')

- There is no change in control consequent to the proposed allotment.

In compliance with the above, the price of the equity shares has been determined based on the valuation made by independent valuer: Bihari Lal Chakravarti, Chartered Accountants, whose details are given below:)

Valuer Name: Bihari Lal Chakravarti, Chartered Accountants,
Regn. IBBI Registered Valuer - SFA (Regn No: IBBI/RV/07/2019/12341)
Address: A-104, Sangrilla, A Tower, Radha Krishna Park Crossroads,
Akota, Vadodara- 390020

The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the voting period of EGM and the same can be accessed on the Company's website at <https://www.bplindia.in/investor-general-metting.html>

The Value derived through valuation report is Rs.1518.00 per equity share (Indian Rupees One Thousand Five Hundred and Eighteen Rupees Only) and the board intends to issue the equity shares at a price of Rs. 1522.85 (Indian Rupees One Thousand Five Hundred Twenty-Two Rupees and Eighty-Five Paise Only) which is more than the price derived through Valuation Report.

Additionally, the Company has obtained a floor price certificate from M/s. Jigar Trivedi & Co., Practising Company Secretaries as per the floor price formula stipulated under Regulation 164 (1) of SEBI ICDR and the floor price as per this certificate is Rs. 1522.85 (Rupees One Thousand Five Hundred Twenty-Two and Eighty-Five paise only).

The said certificate shall also be available for inspection by the members on all working days between Monday to Friday of every week, upto the voting period of EGM and can also be accessed on the Company's website at <https://www.bplindia.in/investor-general-metting.html>



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6. Practicing Company Secretary's Certificate

The certificate from M/s. Jigar Trivedi & Co., Practicing Company Secretaries, dated September 29, 2026 pursuant to Regulation 163(2) of the SEBI ICDR certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR, shall be available for inspection by the Members upon request, and will also be made available on the Company's website and will be accessible at <https://www.bplindia.in/investor-general-metting.html>

7. Class or classes of persons to whom allotment is proposed to be made and current and post allotment status:

The proposed allottees are non -promoters and their current and post allotment status will be 'Non-Promoter'.

8. Intention of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the Preferential Issue;

None of the promoters / directors / key managerial personnel /senior management of the Company intend to subscribe to this offer.

Contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

NIL

9. Time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR, the Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the Equity Shares is pending on account of pendency of any regulatory / statutory approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of the last regulatory / statutory approval.

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

The proposed allotment does not result in any change in control.



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11. The percentage of post preferential issue capital that may be held by the allottee(s) and Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s).

Sr. No.	Name of proposed allottees and address of proposed allottees	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees	Country	No. of equity shares proposed to be allotted	Pre -issue shareholding		Post-issue shareholding	
						No. of shares	%	No. of shares	%
1	WHITEOAK CAPITAL INDIA OPPORTUNITIES FUND ADDRESS: SUN SQUARE BUSINESS HUB NO 33 RAB COMPLEX 18 TH MAIN ROAD 100 RING ROAD 15 TH CROSS J P NAGAR 2 ND PHASE BANGALORE	AIF -Cat II	Ashish Pradip Somayia (Sr. Managing Official)	India	3,02,065	0	0	3,02,065	3.87
2	AURUM RISING INDIA FUND ADDRESS: 509 510 MEADOWS SAHARA PLAZA, ANDHERI KURLA ROAD, ANDHERI EAST MUMBAI, MAHARASHTRA - 400059	AIF - Cat II	Sandeep Daga (Sr. Managing Official)	India	1,64,165	0	0	1,64,165	2.10
3	WHITEOAK CAPITAL EQUITY TRUST - WHITEOAK CAPITAL EQUITY FUND II ADDRESS: 7 FLOOR RAHEJA TOWERS EAST WING, 26 27 MAHATMA GANDHI ROAD, BENGALURU - 560 001	AIF - Cat III	Ashish Pradip Somayia (Sr. Managing Official)	India	1,31,332	0	0	1,31,332	1.68
4	ASHOKA INDIA EQUITY INVESTMENT TRUST PLC ADDRESS: 1 ST FLOOR SENATOR HOUSE, QUEEN VICTORIA STREET, LONDON ENGLAND EC4V 4AB, UNITED KINGDOM	FPI - Cat I	Not applicable, as it is publicly listed on the London Stock Exchange	United Kingdom	80,631	0	0	80,631	1.03
5	WHITEOAK CAPITAL MULTI CAP FUND ADDRESS:	Mutual Fund	NA (Mutual Fund)	India	45,966	0	0	45,966	0.59



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	WHITEOAK CAPITAL ASSET MANAGEM LTD, UNITS NO B4, 6TH FLOOR, CNERGY, APPASAHEB MARATHE MARG PRABHADEVI, MUMBAI MAHARASHTRA - 400025								
6	INDIA ACORN FUND LTD ADDRESS: 4TH FLOOR, 19 BANK STREET, CYBERCITY, EBENE, MAURITIUS - 72201	FPI –Cat I	Juan Fadrique Arias Davila Serrat-Valera	Mauritius	37,127	0	0	37,127	0.48
7	PERPETUITY HEALTH TO WEALTH (H2W) RISING FUND ADDRESS: 1804 TOWER 6, CRESCENT BAY, JERBAI WADIA ROAD BHOIWADA, PAREL MUMBAI - 400012	AIF – Cat III	Abhishek Singhal (Managing Partner of Investment Manager)	India	36,116	27,000	0.392	63,116	0.81
8	WHITEOAK CAPITAL EQUITY FUND ADDRESS: NO 33 RAB COMPLEX 18TH MAIN ROAD, 100 RING ROAD 15TH CROSS, J P NAGAR 2ND PHASE, BANGALORE	AIF – Cat III	Ashish Pradip Somayia (Sr. Managing Official)	India	26,266	0	0	26,266	0.34
9	SOAR WEALTH MANAGERS LLP ADDRESS: NO 66 B BAIKUNTH DHAM COLONY, INDORE, MADHYA PRADESH - 452018	LLP	Anand Mundra (holding 99% share in the LLP)	India	19,699	0	0	19,699	0.25
10	SNEHAL BHUPENDRA SHAH JOINTLY WITH SURABHI SNEHAL SHAH ADDRESS: 1103, RADHA KRISHNA, RADHA RESIDENCY, OPP DHEERAJ SAVERA, MAGA THANE, BORIVALI (E), MUMBAI 400055	Individual	NA (Individual)	India	19,699	679	0.01	20,378	0.26
11	ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC ADDRESS: 18TH FLOOR, THE SCALPEL, 52 LIME STREET LONDON, EC3M7AF, UNITED KINGDOM	FPI – Cat I	Not applicable, as it is publicly listed on the London Stock Exchange	United Kingdom	13,579	0	0	13,579	0.17



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12	WHITEOAK CAPITAL PHARMA AND HEALTHCARE FUND ADDRESS: UNITS NO. B4, 6 TH FLOOR, CNERGY, APPASAHEB MARATHE MARG, PRABHADEVI, MUMBAI - 400025	Mutual Fund	NA (Mutual Fund)	India	13,133	5,045	0.07	18,178	0.23
13	KISHORE MUNDRA ADDRESS: 151 RANKA HEIGHTS, 4TH MAIN 7 TH CROSS, NEAR TOP N TOWN, DOMLUR BANGALORE- 560071	Individual	NA (Individual)	India	9,849	0	0	9,849	0.13
14	NITIN JAIN JOINTLY WITH DYPMAL NITIN JAIN ADDRESS: A-501 SADANAND CLASSIC 33RD ROAD OFF, LINKING ROAD KHAR, WEST MUMBAI, MUMBAI - 400052	Individual	NA (Individuals)	India	6,566	0	0	6,566	0.08
15	WHITEOAK CAPITAL AGGRESSIVE HYBRID FUND ADDRESS: M/S WHITEOAK CAPITAL MF NSE MF SET, WHITEOAK CAPITAL ASSET MG LTD UNIT, NO B4, 6TH FLOOR, CNERGY, APPASAHEB, MARATHE MARG, PRABHADEVI, MUMBAI - 400025	Mutual Fund	NA (Mutual Fund)	India	6,566	0	0	6,566	0.08
Total					9,12,759	32,724	0.472	9,45,483	12.11

12. Shareholding pattern of the Company before and after the Preferential Issue:

Attached as **Annexure I** to this explanatory statement

13. The number of persons to whom Preferential Issue have already been made during the year, in terms of numbers of securities as well as price

Save and except for the proposed Preferential Issue, the Company has not made any preferential allotment during the current financial year FY 2026-27.

14. Valuation and Justification for the allotment proposed to be made for consideration other than Cash

Not applicable, as the Preferential Issue will be undertaken for cash consideration.

15. Principal terms of assets charged as securities:

Not applicable.



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16) Undertakings / Confirmations

- a) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR.
- b) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the SEBI LODR, as amended, and any circular or notification issued by the Board thereunder
- c) The Proposed Allottees have not sold or transferred any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date as applicable under Regulation 159 (1) of SEBI ICDR.
- d) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- e) None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- f) The Company shall re-compute the price of the Equity Shares to be allotted under the preferential issue in terms of the provisions of SEBI ICDR, where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- g) If the amount payable on account of the re-computation of price (if required) is not paid within the time stipulated in SEBI ICDR, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the proposed allottee.
- h) All Equity Shares held by the Proposed Allottees in the Company are in dematerialised form.
- i) The Company has obtained Permanent Account Numbers (PAN) of the Proposed Allottees.
- k) The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
- l) The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares.

The Board believes that the proposed preferential issue is in the best interest of the Company and its Members and recommends the resolution set forth in Item No. 1, as a **Special Resolution** for the approval of the members.

The relevant documents, if any, in relation to the items listed above, are available for inspection by the Members at the Registered & Corporate Office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) from 11.00 a.m. to 4.00 p.m., upon their request, till the date of EGM. The documents shall also be available for inspection electronically, as per applicable law.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise, in the above resolution.

The Board believes that the proposed preferential issue is in the best interest of the Company and its Members and recommends the resolution set forth in Item No. 1, as a **Special Resolution** for the approval of the members.



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Annexure 1

Pre and Post Shareholding Pattern

Sr. No.	Category	Pre-Issue Shareholding		No. of shares proposed to be allotted	Post issue Shareholding	
		No. of Equity			No. of Equity	
		Shares	%		Shares	%
A	Promoters and Promoter Group					
1	Indian					
	Individuals/Hindu Undivided Family	18,81,669	27.30	-	18,81,669	24.11
	Any Other (specify)	27,50,053	39.90	-	27,50,053	35.24
2	Foreign	-	-	-	-	-
	Total (A1+A2)	46,31,722	67.20		46,31,722	59.35
B1	Non-Promoters					
a	Institutions (Domestic)	-	-		-	-
b	Mutual Funds	5,045	0.07	65,665	70,710	0.91
c	Venture Capital Funds	-	-		-	-
d	Alternate Investment Funds	93,080	1.35	6,59,944	7,53,024	9.65
	Sub Total B1	98,125	1.42	7,25,609	8,23,734	10.55
B2	Institutions (Foreign)					-
a	Foreign Portfolio Investors	7,500	0.11	1,31,337	1,38,837	1.78
	Sub Total B2	7,500	0.11	1,31,337	1,38,837	1.78
B3	Non - Institutions		-			-
a	KMP	-	-	-	-	-
b	Individuals (share Capital up to Rs. 2 lakhs)	9,43,286	13.69	36,114	9,79,400	12.55
c	Individuals (share Capital in excess of Rs. 2 lakhs)	3,50,994	5.09	-	3,50,994	4.50
d	Non-Resident Indians (NRIs)	2,57,059	3.73	-	2,57,059	3.29
e	Bodies Corporate / LLP	5,49,510	7.97	19,699	5,69,209	7.29
f	Any Other (specify)	53,767	0.78		53,767	0.69
	Sub-Total (B3)	21,54,616	31.26	55,813	22,10,429	28.32
	Total (B1+B2+B3)	22,60,241	32.80	9,12,759	31,73,000	40.65
C1	Shares underlying DRs	-	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-	-
C	Non-Promoter - Non-Public	-	-	-	-	-
	Grand Total (A+B+C)	68,91,963	100.00	9,12,759	78,04,722	100.00



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Item No: 02

Approval for making investments, giving loans, guarantees and providing security in excess of limits specified under Section 186(2) of the Companies Act, 2013

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

As per Section 186(3) of the Act, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2), no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting.

Provided that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of this sub-section shall not apply.

As on March 31, 2026,

- 60% of the paid-up share capital, free reserves and securities premium account amounts to Rs. 24,140.58 Lakhs
- 100% of its free reserves and securities premium account amounts to Rs. 39,545.1 Lakhs.
- The aggregate value of investments and loans made and guarantee and securities issued by the Company, amounts to Rs. 23,195.79 Lakhs

Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, is Rs. 39,545.1/- Lakhs.

In view of the above and considering the long-term business plans of the Company wherein the Company is required to make further investments, provide loans / and issue guarantees / securities to companies within the group, persons or bodies corporate, from time to time, prior approval of the shareholders is being sought for enhancing the said limits.

Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Notice for approval of the Members of the Company as a special resolution.



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Except Mr. Bharat R. Desai, None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any

For, Order of Board of Directors,
For Bharat Parenterals Limited

Sd/-
Sharmin Soni
Company Secretary & Compliance Officer
ICSI Membership No.: A-75694

Date: September 29, 2026
Place: Vadodara