

## **BHARAT PARENTERALS LIMITED**

(CIN:- L24231GJ1992PLC018237)

**Regd office:-** Survey No. 144A, Jarod-Samlaya Road, Haripura, Savli, Vadodara, Gujarat, India, 391520

**Tel:-** +91 990998233, **Email:-** [info@bplindia.in](mailto:info@bplindia.in), [cs@bplindia.in](mailto:cs@bplindia.in)

**Website:-** <https://www.bplindia.in>

### **CORRIGENDUM TO NOTICE OF 31<sup>st</sup> AGM**

#### **BHARAT PARENTERALS LIMITED**

Corrigendum to NOTICE, dated 10<sup>th</sup> June 2024 sent through email on 10<sup>th</sup> June, 2024 convening the 31<sup>st</sup> Annual General Meeting (“AGM”) of the members of Bharat Parenterals Limited (CIN: L24231GJ1992PLC018237) (“the Company”) scheduled to be held on Tuesday, the 2<sup>nd</sup> July, 2024 at 11:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the businesses as mentioned therein

The Corrigendum is being issued in continuation to the said Notice dated 10<sup>th</sup> June, 2024 and the same is being part of explanatory statement for item No. as mentioned here below

The Shareholders of the Company are requested to note that the corrections as appearing hereunder with respect to additional details of proposed offer for issue of Equity Shares on Preferential basis being part of Explanatory Statement point no. as mentioned below in respect of the special business pursuant to section 102 of the Companies Act, 2013.

#### **Item no.**

#### **ADDITIONAL CLARIFICATION:- RELATED TO NUMBER OF SHARES TO BE ISSUED AND PRICE OF SHARE OF THE COMPANY AT WHICH SHARE SHALL BE SWAP -**

Kindly take note that due to change in price of shares of Company the number of shares to be allocated determined by swap ratio shall be substituted as 3,67,516 (Three Lakhs Sixty-Seven Thousand Five hundred and Sixteen) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each (“Equity Shares”) and price of company shares shall be replaced with Rs. 1,479.90 (Rupees One Thousand Four hundred and Seventy-Nine Point Ninety) as and where referred in Notice of 31<sup>st</sup> AGM and Explanatory statement thereunder the same be read accordingly.

The Above referred price is derived as per Regulation 164 of SEBI LODR, being frequently traded shares of the company.

#### **1. TO APPROVE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:**

Subject to the approval of the shareholders of the Company and such other approvals as may be required, the Company proposes to issue 3,67,516 equity shares at a face value of Rs. 10 each and at issue price of INR 1,479.90 per equity share. This issuance is pursuant to the provisions of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), for consideration other than cash, specifically through the swap of equity shares. The Company will acquire 18,00,000 equity shares of Varenayam Biolifesciences Pvt Ltd at a price of INR 13.37/- (Indian Rupees Thirteen point Thirty-Seven only) per share of VBPL and 2,50,000 equity shares of Varenayam Healthcare Pvt Ltd at a price of INR 2,079.30/- (Indian Rupees Two Thousand and Seventy-Nine point Thirty only) per share of VHPL. This acquisition will result in these companies becoming wholly owned subsidiaries of the Company.

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Pursuant to such acquisition of shares, the company as will issue its own shares to the shareholders of such company as consideration.

**THE LIST OF PROPOSED ALLOTTEES ARE: -**

<b>SR. NO.</b>	<b>NAME OF ALLOTTEES</b>	<b>CATEGORY</b>	<b>CONSIDERATION OTHER THAN CASH (SWAP OF SHARES) NO OF BPL SHARES TO BE PROPOSED TO BE ALLOTTED</b>
1	Bharatkumar Rameshchandra Desai	Promoter	140
2	Himaben Bharatkumar Desai	Promoter	179069
3	Bhahim Bharatkumar Desai	Promoter	87779
4	Nikita Bhahim Desai	Non-promoter	84267
5	Varenyam Healthcare Private Limited	Non-Promoter	16261
	<b>TOTAL</b>		<b>3,67,516</b>

The Equity Shares, if any, allotted in the Offer shall rank pari-passu in all respects with the existing equity shares.

Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Chapter V - Preferential Issue of the SEBI ICDR Regulations as amended.

The consent of the members is being sought by way of a special resolution to issue Equity Shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

**3. MAXIMUM NUMBER OF SPECIFIED SECURITIES TO BE ISSUED, OFFERED AND PRICE OR PRICE BAND AT/WHICH THE ALLOTMENT IS PROPOSED/ KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH SECURITY IS BEING OFFERED;**

The Company proposes to offer, issue and allot in aggregate up to approximately 3,67,516 (Three Lakhs Sixty-Seven Thousand Five hundred and Sixteen) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each ("Equity Shares") at a price of Rs. 1,479.90 (Rupees One Thousand Four hundred and Seventy-Nine Point Ninety) (including a premium of Rs. 1469.90/- (Rupees One Thousand Four hundred and Sixty-Nine Point Ninety) per Equity Share.

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The proposed allottees will be part of the promoter and promoter groups as mentioned below

<b>Name of Proposed Allottees</b>	<b>No of Shares (Pre-Preferential issue holding)</b>	<b>No of Shares (Post Preferential issue holding)</b>	<b>Current Class or Classes of persons</b>	<b>Proposed Class or classes of person</b>
Bharatkumar Rameshchandra Desai	741515	741655	Promoter	Promoter
Himaben Bharatkumar Desai	783430	962499	Promoter	Promoter
Bhahim Bharatkumar Desai	2502	90281	Promoter	Promoter
Nikita Bhahim Desai	0	84267	*Non-promoter	Promoter
Varenyam Healthcare Private Limited	0	16261	Non-Promoter	Non-Promoter
<b>Total</b>	<b>1527447</b>	<b>1894963</b>		

\*post allotment of shares shall be classified under promoter category of the company.

**4. THE TOTAL NUMBER OF SHARES TO BE ISSUED:**

3,67,516 (Three Lakhs Sixty-Seven Thousand Five hundred and Sixteen) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each

**5. BASIS OR JUSTIFICATION ON WHICH THE PRICE HAS BEEN ARRIVED AT (INCLUDING PREMIUM) AT WHICH THE OFFER OR INVITATION IS BEING MADE, ALONG WITH REPORT OF THE REGISTERED VALUER:**

Price arrived as per the valuation report issued by the registered valuer CA Snehal Shah including swap ration in compliance with Reg 164 of SEBI ICDR being frequently traded shares of the Company.

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Tel:- +91 990998233, Email:- [info@bplindia.in](mailto:info@bplindia.in), [cs@bplindia.in](mailto:cs@bplindia.in)Website:- <https://www.bplindia.in>**23. THE PRE-ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE ALLOTTEES:****a) Pre-preferential Shareholding of Below mentioned Allottees: -**

Sr .No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Permanent Account Number (PAN) of the beneficial owners of proposed allottee	Pre-preferential (i.e. current holding of shares)	Allottee is: *QIB/ Non QIB	Pre issue % of capital that allottee will hold
1	BHARATKUMAR RAMESHCHANDRA DESAI	Promoter	ABWPD8288Q	Individual	-	741515	Non- QIB	12.74
2	HIMABEN BHARATKUMAR DESAI	Promoter	ACUPD6891J	Individual	-	783430	Non- QIB	13.46
3	BHAHIM BHARATKUMAR DESAI	Promoter	BACPD4375E	Individual	-	2502	Non- QIB	0.04
4	NIKITA BHAHIM DESAI	Non-Promoter	FRWPS8149J	Individual	-	0	Non- QIB	0
5	VARENYAM HEALTHCARE PRIVATE LIMITED	Non-Promoter	AAFCV5417L	Shareholder of the company 1. BHARAT R. DESAI 2. HIMABEN B. DESAI 3. BHAHIM B. DESAI 4. NIKITA B. DESAI	As mentioned here 1. ABWPD8288Q 2. ACUPD6891J 3. BACPD4375E 4. FRWPS8149J	0	Non- QIB	0

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Sr .No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Permanent Account Number (PAN) of the beneficial owners of proposed allottee	No. of securities post allotment (pre-preferential holding) + (Proposed shares to be allotted)	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
1	BHARATKUMAR RAMESHCHANDRA DESAI	Promoter	ABWPD8288Q	Individual	-	741655	Non- QIB	10.76%
2	HIMABEN BHARATKUMAR DESAI	Promoter	ACUPD6891J	Individual	-	962499	Non- QIB	13.97%
3	BHAHIM BHARATKUMAR DESAI	Promoter	BACPD4375E	Individual	-	90281	Non- QIB	1.31%
4	NIKITA BHAHIM DESAI	Non-Promoter	FRWPS8149J	Individual	-	84267	Non- QIB	1.22%
5	VARENYAM HEALTHCARE PRIVATE LIMITED	Non-Promoter	AAFCV5417L	Shareholder of the company 5. BHARAT R. DESAI 6. HIMABEN B. DESAI 7. BHAHIM B. DESAI 8. NIKITA B. DESAI	As mentioned here 1. ABWPD8288Q 2. ACUPD6891J 3. BACPD4375E 4. FRWPS8149J	16261	Non- QIB	0.24%

\*Please note on allotment of shares as mentioned above all the allottees shall be considered in promoters Shareholding

\*\* **Please note the above-mentioned table b) shall substitute the ANNEXURE -A of 31<sup>st</sup> AGM NOTICE as circulated on 10<sup>th</sup> June, 2024.**

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The revised 31st AGM Notice incorporates the aforementioned changes, including those reflected in the Annual Report shall be incorporated, which entail adjustments to page numbers and the arrangement of pages as uploaded on June 12, 2024. This updated version shall be re-uploaded and will be accessible on both the BSE website and the company's official website.

**FOR AND ON BEHALF OF DIRECTORS**

Date: 22/06/2024

Place: Vadodara

Registered office:

BHARAT PARENTERALS LIMITED

CIN: L24231GJ1992PLC018237

Add: Survey No. 144-A, Jarod-Samlaya Road, Vill. Haripura,

Tal. Savli, Vadodara-391520, Gujarat, India

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Sd/-

Mr. Bharat Desai

Chairman