

MOREPEN LABORATORIES LIMITED

Regd. Off: Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan, H.P.– 173 205

CIN: L24231HP1984PLC006028; **Website:** www.morepen.com;

E-mail id: investors@morepen.com; **Tel No.:** +91-01795-276201-03; **Fax No.:** +91-01795-276204

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ('AGM') of the members of Morepen Laboratories Limited ('the company') will be held on **Saturday, 28th September, 2024, at 1.00 P.M.** through Video Conferencing/ Other Audio-Visual Means ('VC/'OAVM'), to transact the following business:

Ordinary business

Item No. 1 - Adoption of financial statements.

To receive, consider and adopt the audited financial statements, including consolidated financial statements, of the company for the financial year ended 31st March 2024 together with the reports of the Directors' and Auditors' thereon.

Item No. 2 – Appointment of Mr. Sanjay Suri (DIN: 00041590) as a Director liable to retire by rotation.

To appoint a director in place of Mr. Sanjay Suri (DIN: 00041590), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special business

Item No. 3 - Ratification of remuneration of M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and as per the recommendation of the Audit Committee, the company hereby ratifies the remuneration of M/s. Vijender Sharma & Co., Cost Accountants, (FRN: 000180), appointed as Cost Auditors of the company by the Board of Directors of the company, to audit the cost records for the financial year 2024-2025, at a remuneration of ₹2,50,000/- (Rupees Two Lakh Fifty Thousand Only) excluding applicable taxes and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 4 – Re-appointment of Mr. Praveen Kumar Dutt (DIN: 06712574) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Praveen Kumar Dutt (DIN: 06712574), who was appointed as an Independent Director of the Company at the 34th Annual General Meeting of the Company held on 13th September, 2019 and who holds office of Independent Director up to 12th August, 2024 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his

candidature for the office of director, be re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 13th August 2024 to 12th August 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5 – Appointment of Mr. Ranjit Khattar (DIN: 00726997) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Ranjit Khattar (DIN: 00726997), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 12th August 2024, under section 161 of the Act and the Articles of Association of the Company and who holds office up-to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 12th August, 2024 to 11th August, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 6 – Appointment of Mr. Sharad Jain (DIN: 06423452) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Sharad Jain (DIN: 06423452), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 27th August, 2024, under section 161 of the Act and the Articles of Association of the Company and who holds office up-to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 27th August, 2024, to 26th August, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For Morepen Laboratories Limited**

**Sushil Suri
(Chairman & Managing Director)
DIN: 00012028**

**Date: 27th August, 2024
Place: Gurugram, Haryana**

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 and its rules framed thereunder (hereinafter referred to as the 'Act') relating to businesses to be transacted at the AGM, as set out in item nos. 3 to 6 and relevant details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the 'Listing Regulations') and Secretarial Standard -2 of General Meeting issued by the Institute of Company Secretaries of India ('ICSI'), is annexed thereto.
2. The Board of Directors have considered and decided that item nos. 3 to 6 as set out in the notice, are special business and unavoidable in nature.
3. Pursuant to the general circular no. 9/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs ('MCA') and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7th October, 2023, issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC/OAVM. In compliance with the aforesaid circulars, members can attend and participate in the ensuing AGM through VC/OAVM. The Notice is being sent to all the members to their email ids as registered with the company/ Registrar & Share Transfer Agent ('RTA')/ depositories. The deemed venue for the AGM shall be the Registered Office of the company.
4. The company has enabled the members to participate at the AGM through the VC/ OAVM facility provided by National Depository Services Limited ('NSDL'). The instructions for participation by members are given in the subsequent paragraphs. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM and will be available on first come first serve basis.
5. Pursuant to the provisions of the Act, members are entitled to attend and vote at the AGM, are entitled to appoint a proxy to attend and vote on his/her behalf. Since the AGM is being held through VC/ OAVM, therefore physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the AGM and hence the proxy form and attendance slip and route map are not annexed to this Notice.
6. Corporate members are required to send a certified copy of the board resolution authorizing their representative to attend the AGM through VC/ OAVM and vote on their behalf at e-mail i.d. of the company at 'investors@morepen.com' and email id of scrutinizer at 'csduapraveen@gmail.com' with a copy marked to 'evoting@nsdl.co.in' and institutional investors are encouraged to attend and vote at the meeting through VC/OAVM.
7. The company has provided the facility to members to exercise their right to vote by electronic means both through remote e-Voting and e-Voting during the AGM. The process of e-Voting with necessary user i.d. and password is given in the subsequent paragraphs.
8. Members joining the meeting through VC/ OAVM, who have not already cast their vote by means of remote e- Voting, shall be able to exercise their right to vote through e-Voting during/ at the AGM. The members who have cast their vote by remote e-Voting prior to the AGM may also join the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
9. 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.
10. The company has appointed Mr. Praveen Dua (FCS: 3573, CP: 2139), Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-Voting process in a fair and transparent manner.
11. The register of members and share transfer books will remain closed from Sunday, 22nd September, 2024, to Saturday, 28th September, 2024.

12. All documents referred to in the Notice, explanatory statement, and annual report, are open for inspection at the corporate office of the company at 2nd Floor, Tower C, DLF Cyber Park, Udyog Vihar – III, Sector 20, Gurugram, Haryana – 122 016, India, on all working days, excluding Saturday between 11.00 A.M to 1.00 P.M. up-to the date of the AGM.
13. The following documents will be available for inspection by the members electronically during the AGM. Members seeking inspect to such documents may send an email to company at investors@morepen.com, at least 5 days in advance.
 - Register of directors and key managerial personnel and their shareholding; and
 - Register of contracts or arrangements in which the directors are interested, maintained under the Act.
 - Any other documents information which are required as per the preceding paragraph of this notice and annual report.
14. Members may note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; subdivision of securities certificate; consolidation of securities certificates/folios; transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 to the company's Registrar and Transfer Agent ('RTA'), Mas Services Limited. It may be noted that any service request can be processed only after the folio is KYC compliant.
15. Members are requested to intimate changes/ update, if any, their name, postal address, e-mail 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.,
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to RTA i.e., at Mas Services Limited having office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, in prescribed Form ISR-1 and others as prescribed by SEBI.
16. SEBI vide its Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 followed by Master Circular bearing Ref. No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 (Updated as on 28th December, 2023) has established a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. An investor/client shall first take up his/her/their grievance by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he/ she/they can initiate dispute resolution through the ODR Portal.
17. Members are requested to register email ids., with your DP wherein you are holding your demat account or send a signed request letter to RTA of the company at investor@masserv.com with necessary details likewise, folio number, name, scanned share certificate (front and back), scanned PAN (self-attested), scanned Aadhar (self-attested) with subject line (Register e-mail ID folio no. (mention folio no.) of Morepen Laboratories Limited and following the instructions given for receiving all future correspondence (including Annual Report) from the company electronically.
18. The SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members may contact the company or RTA, for assistance in this regard.

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the company or its RTA i.e., Mas Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
21. Pursuant to provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
22. In terms of the provisions of Section 152 of the Act, Mr. Sanjay Suri, Director of the company, retire by rotation at the AGM. The Nomination and Remuneration Committee and Board of Directors of the company recommended his re-appointment at their respective meetings.

Mr. Sanjay Suri, himself, and Mr. Sushil Suri, Chairman & Managing Director, being a brother of Mr. Sanjay Suri, are interested in business set out at item no. 2 of the Notice. The other relatives of Mr. Sanjay Suri may deem to be interested in the resolution set out at item no. 2 of the Notice, to the extent of their shareholding interest, if any, in the company. Except aforesaid none of the Directors, Key Managerial Personnels and their relatives are interested in this agenda item.

The relevant details of Mr. Sanjay Suri is provided in the "Annexure A" to this Notice.

23. On 13th August 2019, Mr. Praveen Kumar Dutt was appointed as Independent Director in the capacity of Additional Director in the meeting of Board of Directors held on even date in accordance with the recommendation of the Nomination and Remuneration Committee. The said appointment extended for a period of 5 years, duly approved by the members in its 34th AGM held on 13th September, 2019, and the period of term would be defined as 13th August, 2019, to 12th August, 2024. In view of completion of said period of 5 years, the Nomination and Remuneration Committee recommended to the Board of Directors to re-appoint Mr. Praveen Kumar Dutt for second term of 5 years. Subject to approval of members at this AGM, the Board of Directors of the company has approved re-appointment for further period of 5 years commencing from 13th August 2024 and ending on 12th August 2029.

Except Mr. Praveen Kumar Dutt, himself, none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution set out at item no. 4 of the Notice.

The relevant details of Mr. Praveen Kumar Dutt is provided in the "Annexure A" to this Notice.

24. On account of completion of second term of Mr. Manoj Joshi, Mr. Bhupender Raj Wadhwa and Mr. Sukhcharan Singh, Independent Directors, on 18th September 2024 and in compliance with of Listing Regulations, the Board of Directors has appointed as Mr. Ranjit Khattar and Mr. Sharad Jain as Independent Directors in the capacity of Additional Director in the meeting of Board of Directors held on 12th August, 2024 and 27th August, 2024, respectively, in accordance with the recommendation of the Nomination and Remuneration Committee. The said appointment shall be effective till the date of ensuing AGM, may be extended for a period of 5 years, pursuant to approval of the members in this AGM. The tenure of appointment would be from 12th August, 2024 to 11th August, 2029 for Mr. Ranjit Khattar and from 27th August, 2024 to 26th August, 2029 for Mr. Sharad Jain.

Except Mr. Ranjit Khattar and Mr. Sharad Jain, individually, none of the Directors, Key Managerial Personnels and their relatives are interested in the resolution set out at item no. 5 & 6 of the Notice.

The relevant details of Mr. Ranjit Khattar and Mr. Sharad Jain are provided in the "Annexure A" to this Notice.

25. In case of any queries regarding the Annual Report, the Members may write to 'investors@morepen.com' or 'investor@masserv.com' to receive an email response.

Process for dispatch of Annual Report and registration of email id for obtaining Annual Report

26. In line with the MCA and SEBI Circulars, the notice of the AGM along with the Annual Report 2023-24 is being sent only by electronic mode to those members whose e-mail addresses are registered with the company/depositories. Members may please note that this Notice and Annual Report 2023-24 will also be available on the company's website at www.morepen.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited viz., www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at www.evoting.nsdl.com.
27. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the company's RTA at their address.
28. Members seeking any information regarding any matter to be placed at the AGM, are requested to write to the company through an email at investors@morepen.com, till Thursday, 26th September 2024.

Procedure for joining the AGM through VC / OAVM

29. Members may note that the VC/OAVM facility will be provide by NSDL, allows participation of 1,000 members on first come first serve basis. However, this number does not include the large Shareholders i.e., Shareholding 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
30. Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the link available against the EVEN for company's AGM. 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 below in the Notice.
31. Members who need assistance before or during the AGM, can contact Mr. Deepanshu Rastogi, Assistant Manager, Mas Services Limited at 'investor@masserv.com' / 011-26387281/82/83, 011-41320335 or Ms. Pallavi Mhatre, Senior Manager, NSDL at 'evoting@nsdl.co.in' / 022-48867000. The notice of AGM is also available at website of the company i.e., 'www.morepen.com'
32. As per the provisions under the MCA Circulars, members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure for remote e-Voting and e-Voting during the AGM

33. All the members of the company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.
34. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations re-enactment(s) thereof for the time being in force, members are provided e-Voting facility to cast their votes, by electronic means for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM. The necessary instructions for e-Voting are given in this notice.
35. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, it has been

observed that the participation by the public non-institutional shareholders/ retail shareholders is very negligible in remote e-Voting facility offered by listed entities. 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 shareholder to increase the efficiency of the voting process and pursuant to a public consultation, SEBI mandated that 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. The facility to avail single login credential is being implemented through phased wise manner. The shareholders/ members can register directly with their depositories or through their demat account with depository participants.

The depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at-least 2 days prior to the date of commencement of e-voting. Hence, members are requested to update the mobile no./email ID with their respective depository participants.

36. Members holding shares either in physical form or in dematerialized form, as on Saturday, 21st September, 2024 i.e., cut - off date, may cast their vote electronically. The remote e-Voting period will commence on Wednesday, 25th September, 2024, at 9:00 A.M. and ends on Friday, 27th September, 2024, at 5:00 P.M. The remote e-Voting module will be disabled by NSDL for voting thereafter. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM.
37. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the company as on the cut-off date.
38. Any person, who acquires shares of the company and becomes a member of the company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at 'evoting@nsdl.co.in'. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

Procedure to raise question/ seek clarifications with respect to Annual Report at the AGM

39. The Members will be allowed to ask question(s) during the Meeting. The question(s) shall also be given in advance at-least 5 days before the meeting. The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares held, at 'investors@morepen.com'.
40. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
41. The company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

INSTRUCTIONS AND INFORMATION RELATING TO E-VOTING ARE AS FOLLOWS

The company has availed the services of e-Voting system offered by National Securities Depositories Limited ('NSDL').

The instructions of e-Voting are provided in FAQ manner.

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 meetings for individual shareholders holding securities in demat mode in terms of SEBI circular dated 9th December, 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 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/ members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 options available against company name or e-Voting service provider- NSDL and you will be re-directed to NSDL e-Voting 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.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 held 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 options available against company name or e-Voting service provider - 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.

<p>Individual Shareholders/ members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will also be able to see the E Voting Menu. The Menu will have links to an e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-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.</p>

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
<p>Individual Shareholders/ members holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000.</p>
<p>Individual Shareholders/ members holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738, 022-23058542-43 or 1800 22 55 33.</p>

B. Login Method 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.

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 130507 then user ID is 130507001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) 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
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 Meetings on NSDL e-Voting system.

How to cast your vote electronically and join General Meetings 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 General 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 "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.

The instructions for e-Voting during the AGM are as under:

- (i) The procedure for e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- (ii) Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.

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 send signed request with folio no., name, scanned copy of the any one share certificate (front and back), PAN (self-attested), Aadhar (self-attested) by email to investor@masserv.com with subject line email registration of Morepen Laboratories Limited folio number (mention folio number).

2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholder 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 meetings for individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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 to access e-Voting facility.

General Guidelines for Members

For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at 'csduapraveen@gmail.com' with a copy marked to 'evoting@nsdl.co.in'.

Members may contact to Mr. Deepanshu Rastogi, Assistant Manager, Mas Services Limited at 'investor@masserv.com'; / 011-26387281/82/83, 011-41320335 or Ms. Pallavi Mhatre, Senior Manager, NSDL at 'evoting@nsdl.co.in'; / 022-48867000 for any grievances connected with joining the AGM through electronic means and e-Voting.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make, not later than forty eight hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the company's website 'www.morepen.com' and on the website of NSDL 'www.evoting.nsdl.com' immediately. The company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited where the shares of the company are listed.

Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

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.

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, 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.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Act read with rules made thereunder and Listing Regulations)

As required under Section 102 of the Act, the following statement sets out all material facts concerning each item of special business mentioned under Item Nos. 3 to 6 of the accompanying Notice:

Item No. 3

Pursuant to recommendations of the Audit Committee, the Board of Directors of the company have appointed M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the company, to conduct the audit of the cost records of the company for the financial year ending 31st March 2025 (FY 2024-25) pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the company, has to be ratified by the members of the company.

None of the Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4

Mr. Praveen Kumar Dutt (DIN: 06712574) was appointed as an Independent Director on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), by the members at the 34th AGM of the Company held on 13th September, 2019. He hold office as Independent Directors of the Company up-to 12th August, 2024 ("first term") in line with section 149(10) and (11) of the Act. The Nomination and Remuneration Committee ("NRC") at its Meeting held on 12th August, 2024, on the basis of performance evaluation of Mr. Praveen Kumar Dutt, an Independent Director, and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Mr. Praveen Kumar Dutt during his tenure, has recommended to the Board that his continued association as Independent Director of the Company would be beneficial to the Company.

The performance evaluation of Mr. Praveen Kumar Dutt was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends etc. Mr. Praveen Kumar Dutt possess the core skills/expertise/ competencies identified in the Company's business and sector for it to function effectively.

Details of the skills possessed by Mr. Praveen Kumar Dutt are included in the Corporate Governance Report which forms a part of the Annual Report for the financial year ended 31st March, 2024. Based on the above and the performance evaluation of Mr. Praveen Kumar Dutt, the Board at its Meeting held on 12th August, 2024 has recommended the re-appointment of Mr. Praveen Kumar Dutt, as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term i.e., for 5 years till 12th August, 2029.

The Company has received notices in writing from a Member under section 160 of the Act, proposing the candidature of Mr. Praveen Kumar Dutt, for the office of Director of the Company. Brief resume of Mr. Praveen Kumar Dutt, age, qualification, nature of his expertise in specific functional area, disclosure of relationship between directors inter-se, name of listed entities and other companies in which he hold directorships and memberships/ chairpersonships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and are also provided in the Corporate Governance Report forming part of the Annual Report.

Save and except Mr. Praveen Kumar Dutt and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members

Item No. 5

The Board of Directors of the Company at its Meeting held on 12th August, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Mr. Ranjit Khattar (DIN: 00726997) as an Additional Director (Independent and Non-Executive) of the Company with effect from 12th August, 2024 to hold office up to the date of the this AGM of the Company pursuant to section 161 of the Companies Act, 2013 (“the Act”) and subject to approval of the Members at the AGM, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 12th August, 2024 to 11th August, 2029 (both days inclusive).

The NRC evaluated the profile of Mr. Ranjit Khattar as an Independent Director of the Company and had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The process of shortlisting and selection of the new Independent Director was carried out and concluded by NRC members who were Independent Directors and not considered interested in such proposal. After considering qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Mr. Ranjit Khattar as an Independent Director of the Company.

In line with this strategic approach, the appointment of Mr. Ranjit Khattar reflects the Company's commitment to long term sustainability and seamless leadership transitions. His appointment is a proactive stance which underscores the Company's dedication to maintaining a dynamic and resilient board, poised to navigate challenges and seize opportunities on the horizon. The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Ranjit Khattar for the office of Director of the Company. Brief resume of Mr. Ranjit Khattar, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors, inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees along-with the listed companies from which he has resigned in the past three years, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein.

In the opinion of the Board, Mr. Ranjit Khattar, fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management. The Board is of the view that Mr. Ranjit Khattar's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

A copy of the draft letter of appointment of Mr. Ranjit Khattar setting out terms and conditions of appointment is available for inspection by the Members in electronic form as per the instructions provided in the Notice.

Save and except Mr. Ranjit Khattar, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company at its Meeting held on 27th August, 2024, has approved the appointment of Mr. Sharad Jain (DIN: 06423452) as an Additional Director (Independent and Non-Executive) of the Company with effect from 27th August, 2024 to hold office up to the date of the this AGM of the Company pursuant to section 161 of the Companies Act, 2013 (“the Act”) and subject to approval of the Members at the AGM, to hold office as an Independent Director, not liable to

retire by rotation, for a term of 5 (five) consecutive years commencing from 27th August, 2024 to 26th August, 2029 (both days inclusive).

The NRC evaluated profile of Mr. Sharad Jain as an Independent Director of the Company and had identified skills, expertise and competencies required by the Board for the effective functioning of the Company has possessed by Mr. Sharad Jain. The process of shortlisting and selection of the new Independent Director was carried out and concluded by NRC members who were Independent Directors and not considered interested in such proposal.

In line with this strategic approach, the appointment of Mr. Sharad Jain reflects the Company's commitment to long term sustainability and seamless leadership transitions. The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Sharad Jain for the office of Director of the Company. Brief resume of Mr. Sharad Jain, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors, inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees along-with the listed companies from which he has resigned in the past three years, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein.

In the opinion of the Board, Mr. Sharad Jain, fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. The Board is of the view that Mr. Sharad Jain's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

A copy of the draft letter of appointment of Mr. Sharad Jain setting out terms and conditions of appointment is available for inspection by the Members in electronic form as per the instructions provided in the Notice.

Save and except Mr. Sharad Jain, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

**By order of the Board of Directors
For Morepen Laboratories Limited**

**Sushil Suri
(Chairman & Managing Director)
DIN: 00012028**

**Date: 27th August, 2024
Place: Gurugram, Haryana**

'Annexure A'

Details of Director retiring by rotation and seeking appointment, director' re-appointment and appointments at the Annual General Meeting.

(Pursuant to Secretarial Standards - 2, Regulation 36(3) of Listing Regulation and the Act, as amended, from time to time)

Full name	Mr. Sanjay Suri	Mr. Praveen Kumar Dutt	Mr. Ranjit Khattar	Mr. Sharad Jain
Date of Birth (Age)	4 th August, 1968 (56 years)	1 st August, 1968 (56 years)	16 th September, 1959 (64 years)	1 st July, 1962 (62 years)
Date of first Appointment	13 th August, 2019*	13 th August, 2019	12 th August, 2024	27 th August, 2024
Qualifications	B.Sc.	Chartered Accountant	B.Com, Chartered Accountant	Chartered Accountant
Profile	Mr. Sanjay Suri is the Whole-Time Director of our Company. He has been associated with our Company since 2019. He holds a bachelor's degree in science. He has over 30 years of experience in the accounts, finance, banking and operations of pharmaceutical business.	Mr. Praveen Kumar Dutt is associated with the company as an Independent Director since 2019. Mr. Dutt is holding around 30 years of experience in the field of direct tax matters, FEMA, and international taxation.	Mr. Ranjit Khattar is a fellow member of the Institute of Chartered Accountant of India (ICAI) having post qualification experience of around 35 years in the diversified fields.	Mr. Sharad Jain is a qualified Chartered Accountant. He has possessing 35 years of vast experience in financial sector including within the country and overseas.
Expertise in specific functional areas	Entire operations of pharmaceutical business including but not limited to accounts, finance and banking.	Direct Tax Matters, FEMA, and International Taxation.	Accounts, Audits including Internal Audit, Taxation, Fundraising from Banks/ Financial Institutions and Private Equity funds.	Financial & Strategic Planning, Project financing, Taxation, Accounting & Budgeting etc.
Directorships in other Companies (excluding foreign companies)	1. Morepen Proprietary Drug Research Private Limited 2. Morepen Bio Limited 3. Morepen Rx Limited 4. Blueheaven Marketing Private Limited	1. Blue Coast Hotels Limited 2. SI Infratel Private Limited	1. Eldeco Infrastructure and Properties Limited 2. Association of Financial Advisors of India 3. Eldeco Housing & Industries Limited	N/A

	<p>5. Solace Investments and Financial Services Private Limited</p> <p>6. Solitary Investments and Financial Services Private Limited</p> <p>7. Mid-Med Financial Services and Investments Private Limited</p> <p>8. Liquid Holdings Private Limited</p> <p>9. Shivalik Pesticides and Chemicals Pvt. Ltd.</p> <p>10. Total Care Limited</p> <p>11. Happier Life Private Limited</p>			
Resignation as a Director from Listed Entities in the past three years	N/A	N/A	N/A	N/A
Memberships/Chairmanships of Board Committees in other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	N/A	Blue Coast Hotels Limited (Chairman of Audit Committee and Stakeholders Relationship Committee)	Eldeco Housing and Industries Limited (Member of Audit Committee)	N/A
Terms and conditions of appointment or re-appointment	Whole Time Director, liable to retire by rotation, being eligible and offer himself for appointment.	Independent Director, re-appointed for a second term of 5 years.	Independent Director, appointed for a term (i.e., first term) of 5 years.	Independent Director, appointed for a term (i.e., first term) of 5 years.

Details of remuneration sought to be paid and last drawn (approved) remuneration	N/A	N/A	N/A	N/A
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Brother of Mr. Sushil Suri (Chairman & Managing Director; & KMP)	N/A	N/A	N/A
No. of meetings of Board attended during the year (2023-2024)	5	6	N/A	N/A
Number of shares held in the company	34,17,240	Nil	Nil	Nil
DIN	00041590	06712574	00726997	06423452

*Mr. Sanjay Suri was associated with the Company as a Director from 14th October, 2002 to 8th March, 2003.