

## MOREPEN LABORATORIES LIMITED

CIN: L24231HP1984PLC006028

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

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### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-Ordinary General Meeting ('EGM') of the members of Morepen Laboratories Limited ('the company') will be held on Monday, 10<sup>th</sup> February 2025 at 2.00 P.M. through Video Conferencing/ Other Audio-Visual Means ('VC/'OAVM'), to transact the following business:

#### SPECIAL BUSINESS

##### Item no. 1

**Approval for Hive-off of Medical Devices Business of the Company into Morepen Medtech Limited, subsidiary company as a going concern on slump sale basis**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), 188(1) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and provisions of the Articles of Association of the Company, read-with Regulation 23, 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) as amended from time to time, and all other provisions of all other applicable laws, rules, regulations and subject to such regulatory approvals, sanctions, consents, registrations and permissions, as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the **“Board”** which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to enter into a Business Transfer Agreement ('BTA') (and all ancillary agreements in connection herewith) with Morepen Medtech Limited, a subsidiary of the company, (hereinafter referred as 'Buyer'), for transfer, sale, assignment and delivery, hive off or otherwise dispose of whole of the undertaking of Medical Devices Business of the Company along with the respective assets and liabilities, embedded goodwill and includes immovable assets, movable assets, inventory, brands and intangible assets, applicable licensed trademarks, contracts, licenses and permissions, business records, transferring employees along with employee benefit funds, insurance policies, other assets and assumed liabilities (**“Undertaking”**), as a going concern on a **“slump sale”** basis as defined under section 2(42C) of Income Tax Act, 1961 ('Slump Sale') on an going concern basis, without values being assigned to the individual assets and liabilities, by executing the Business Transfer Agreement and other Ancillary Agreements with effect from such date and on such terms and conditions and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company on a lumpsum consideration of INR 18,111.79 Lakh (Rupees Eighteen Thousand One Hundred Eleven Lakh Seventy Nine Thousand Only), a fair value arrived on the basis of the report of the independent valuer in respect of Building and Plant & Machinery, net current assets, other non-current assets and liabilities, in compliance with Rule 11 UAE of Income Tax Rules, 1962, payable in cash in one or more than one trances, to the company by the Buyer.

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Act and SEBI Listing Regulations, as amended from time to time, the Company's policy on dealing with Related Party Transactions, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such

other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into related party contracts/arrangements/ transactions with the Buyer as may be approved by the Board in this regard, being 'Related Party' within the meaning of the Act and the SEBI Listing Regulations, on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof), as may be agreed between the Company and the Buyer as may be approved by the Board, more particularly enumerated in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, (i) to effect the sale and transfer of the Medical Devices Business (ii) to finalize, vary and settle the terms and conditions of the sale and transfer of the transactions mentioned above; (iii) to settle and finalise all issues that may arise in this regard, without further referring to the members of the Company; (iv) to negotiate and finalize the BTA, transition services agreement, escrow agreement, conveyance deeds, and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants and agreeing to price adjustments as may be agreed); (v) to execute, deliver and perform such BTA, transition services agreement, escrow agreement, conveyance deeds, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; (vi) to file applications and make representations to seek the requisite approvals in respect thereof from the relevant government authorities and third parties, including lenders, lessors and customers of the Company; and (vii) to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.”

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

**Sushil Suri**

**Chairman & Managing Director**

**DIN: 00012028**

**Date: January 14, 2025**

**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 business to be transacted at the EGM, as set out in item no. 1 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 'SEBI 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 no. 1 as set out in the notice, is special business and unavoidable in nature.
3. Pursuant to the general circular no. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ('MCA') and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by SEBI read-with previous circulars/ notification issued by MCA and SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold the EGM through VC/OAVM. In compliance with the aforesaid circulars, members can attend and participate in the ensuing EGM through VC/OAVM. The Notice is being sent to all the members at their email ids as registered with the company/ Registrar & Share Transfer Agent ('RTA')/ depositories. The deemed venue for the EGM shall be the Registered Office of the company.

4. The company has enabled the members to participate at the EGM 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 EGM through VC/ OAVM shall open 30 minutes before the time scheduled for the EGM 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 EGM, are entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM 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 EGM 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 EGM 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 EGM. The process of e-Voting with necessary user i.d. and password are 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 EGM. The members who have cast their vote by remote e-Voting prior to the EGM may also join the EGM 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. All documents referred to in the Notice and explanatory statement, are open for inspection at the corporate office of the company at 2<sup>nd</sup> 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 EGM.
12. The following documents will be available for inspection by the members electronically during the EGM. 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;
  - Register of contracts or arrangements in which the directors are interested, maintained under the Act.
  - Valuation report, relied upon by the Company with respect to aforesaid transaction.
  - Any other documents information which are required as per the preceding paragraph of this notice.
13. 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.

14. 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.

Members are requested to register email ids., with your DP wherein you are holding your demat account or send form ISR1 with all required documents, ISR2 (in case of signature not match with RTA record) to RTA of the company at address as given above.

15. 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.
16. 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.
17. 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.
18. In case of any queries regarding the notice of EGM, the Members may write to 'investors@morepen.com' or 'investor@masserv.com' to receive an email response.

***Process for dispatch of notice of EGM and registration of email id.***

19. In line with the MCA and SEBI Circulars, the notice of the EGM 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 will also be available on the company's website at [www.morepen.com](http://www.morepen.com), websites of the Stock Exchanges *i.e.*, BSE Limited and National Stock Exchange of India Limited viz., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
20. Members who have not registered their e-mail address are requested to register the same by adopting the process given in the preceding paragraph.

***Procedure for joining the EGM through VC / OAVM***

21. 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 EGM without restriction on account of first come first served basis.

22. Members will be able to attend the EGM 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 EGM. 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.
23. Members who need assistance before or during the EGM, can contact Mr. Deepanshu Rastogi, Assistant Manager, Mas Services Limited at 'investor@masserv.com' / 011-26387281/82/83 or Ms. Pallavi Mhatre, Senior Manager, NSDL at 'evoting@nsdl.co.in' / 022-48867000. The notice of EGM is also available at website of the company *i.e.*, 'www.morepen.com'
24. As per the provisions under the MCA Circulars, members attending the EGM 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 EGM***

25. All the members of the company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the EGM to be held through VC/OAVM.
26. 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 SEBI 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 EGM through VC/OAVM facility and e-Voting during the EGM. The necessary instructions for e-Voting are given in this notice.
27. The SEBI has 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. The Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers ('ESPs'), thereby. The facility to avail single login credentials, shareholders 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 EGM 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.

28. Members holding shares either in physical form or in dematerialized form, as on Monday, 3<sup>rd</sup> February 2025 *i.e.*, cut - off date, may cast their vote electronically. The remote e-Voting period will commence on Friday, 7<sup>th</sup> February 2025 at 9:00 A.M. and ends on Sunday, 9<sup>th</sup> February 2025 at 5:00 P.M. The remote e-Voting module will be disabled by NSDL for voting thereafter. The facility for voting during the EGM will also be made available. Members present in the EGM 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 EGM.
29. 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.
30. 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 at the EGM***

31. 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 EGM 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 and query/ question at 'investors@morepen.com'.
32. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
33. The company reserves the right to restrict the number of questions/ speakers, depending on the availability of time at other measures.

**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 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 to access e-Voting facility.

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

Type of shareholder	Login Method
Individual Shareholders/ members holding securities in demat mode with NSDL.	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ <b>Beneficial Owner</b> ” icon under “Login” which is available under “ <b>IDeAS</b> ” 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 <b>e-Voting service provider – NSDL</b> 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.

	<ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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>i.e.</i>, 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders/ members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. 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 <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP <i>i.e.</i>, <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<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 <b>e-Voting service provider-NSDL</b> 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 &amp; 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
Individual Shareholders/ members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-48867000
Individual Shareholders/ members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800-21-09911

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>i.e.</i> , 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 132686 then user ID is 132686001***

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](http://www.evoting.nsdl.com)
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 EGM are as under:**

- (i) The procedure for remote e-Voting during the EGM 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 EGM 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 EGM.

**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 form ISR1 to RTA of the company.
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](mailto: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 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 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](mailto:csduapraveen@gmail.com)’ with a copy marked to ‘[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)’.

Members may contact to Mr. Deepanshu Rastogi, Assistant Manager, Mas Services Limited at ‘[investor@masserv.com](mailto:investor@masserv.com)’; / 011-26387281/82/83 or Ms. Pallavi Mhatre, Senior Manager, NSDL at ‘[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)’; / 022-48867000 for any grievances connected with electronic means / e-Voting.

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter, unblock the votes cast through remote e-Voting and make, not later than forty-eight hours from the conclusion of the EGM, 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 Companies Act 2013 read with rules made thereunder ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and others, the following statement set out all material facts of the special business as mentioned under item no. 1 of the accompanying Notice of the Extra-Ordinary General Meeting ('Notice'):

### Item no. 1

The Medical Devices Business has achieved a significant market share over time. To further enhance its growth trajectory, the company initiated in-house manufacturing of key products, which has driven cost reductions and accelerated growth.

To ensure a concentrated focus on the Medical Devices Business and provide operational independence, it has been decided to hive off this business into a subsidiary. This move will enable the formation of dedicated teams to manage the increasing scale of operations of this large and fast-growing business and will address the unique aspects of its operations. Given the ambitious growth plans for the Medical Devices Business, the company also intends to bring in fresh capital, necessitating the establishment of a separate subsidiary to manage this rapidly expanding segment effectively.

On January 8, 2025, the company incorporated a new subsidiary, Morepen Medtech Limited, to undertake the Medical Devices Business. This step aims to enhance capabilities, expand business operations, and ensure strategic alignment. The subsidiary will take over the Medical Devices Business and execute a Business Transfer Agreement ('BTA') and other related documents to complete the transaction.

Accordingly, at its meeting on Tuesday, January 14, 2025, the Board of Directors of the company approved the transfer of the Medical Devices Business as a going concern to the newly formed subsidiary by way of a 'Slump Sale,' as defined under Section 2(42C) of the Income Tax Act, 1961. Under this arrangement, no individual values will be assigned to the assets and liabilities. Instead, all assets and liabilities related to the Medical Devices Business will be transferred to the subsidiary as part of the proposed transaction.

The slump sale will be executed at fair market value, derived by IBBI registered valuer, basis report of registered independent valuer for Building and Plant & Machinery and net current assets, other non-current assets and liabilities as per the Balance Sheet as on December 31, 2024 subject to determination of final consideration post adjustments up-to the effective date of transfer of Medical Devices Business and will not be less than value arrived at under Rule 11 UAE of Income Tax Rules 1962. The said slump sale of the Medical Devices Business is expected to be completed on or before September 30, 2025, subject to receipt of requisite regulatory and other approvals and fulfilment of customary conditions precedent and in accordance with the provisions of the BTA.

In light of this decision, resolution passed by the Board of Directors and members in their respective meetings held on September 1, 2021, and September 28, 2021, for transfer of Medical Devices Business to Morepen Devices Limited, a wholly owned subsidiary are not being proceeded with.

### Object of and commercial rationale for Slump Sale

The company recognizes the immense potential of the Medical Devices Business to grow as a separate, independent entity. To unlock this potential, the management is considering hiving off or transferring the business into a newly incorporated subsidiary, Morepen Medtech Limited, through slump sale. This move aims to make the business operationally independent and position it to maximize its capabilities.

The proposed segregation will provide clarity and focus for working teams, trade partners, customers, and other stakeholders, ensuring a streamlined approach to operations.

Since the transfer of the Medical Devices Business is to a subsidiary, there will be no impact on the company's shareholding following the transfer. All assets and liabilities related to the Medical Devices Business will be transferred, including defined undertaking assets, liabilities, intellectual property, employees, immovable and movable assets, contracts, and all associated rights, benefits, and privileges (including goodwill).

In accordance with Section 180(1)(a) of the Act read-with Regulation 37A of the SEBI Listing Regulations, a company must obtain consent from its members through a special resolution before selling, leasing, or disposing of the whole or a substantial portion of its undertaking if the investment in the undertaking exceeds 20% of the company's net worth (as per the audited balance sheet of the preceding financial year) or 20% of its total income during the previous financial year.

Given that the proposed transaction involves the transfer of the Medical Devices Business, classified as an undertaking in which the company's investment exceeds 20% of its net worth or total income, members approval is being sought under Section 180(1)(a) of the Act read-with Regulation 37A of SEBI Listing Regulations, and all other applicable laws.

The aforesaid transaction is being identified as 'Related Party Transaction' as Mr. Sushil Suri and Mr. Sanjay Suri, being common directors, in the company and subsidiary company as well as entities belonging to the promotor group and individuals, being relatives of promoter/ members of promoter group are holding, in aggregate, 20% shares of the subsidiary company, therefore, members approval is also being sought under Section 188(1) of the Act.

#### Approval of Audit Committee

The proposed transactions to be entered into by the Company are reviewed and recommended by the Audit Committee for placing it for approval of the members in compliance with the provisions of the Act, SEBI Listing Regulations and Related Party Transaction's Policy of the Company.

#### Particulars as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations read with relevant SEBI Circulars are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Party	Morepen Medtech Limited
2.	Nature of Relationship	Subsidiary of Morepen Laboratories Limited
3.	Name of Interested Directors(s) /KMP(s) who is related	Mr. Sushil Suri: Promoter, Chairman & Managing Director and KMP  Mr. Sanjay Suri: Member of Promoter Group, Whole-Time Director & KMP
4.	Type, Nature, Material Terms, Monetary Value, Tenure and particulars of the contract or arrangement;	The Medical Devices Business, being an undertaking will be transferred to Morepen Medtech Limited, as a going concern on a Slump-Sale basis for a lump sum consideration for INR 18,111.79 Lakh (Rupees Eighteen Thousand One Hundred Eleven Lakh Seventy Nine Thousand Only).  The completion of the slump sale of the Medical Devices Business is expected to be completed

		on or before September 30, 2025, subject to receipt of requisite regulatory and other approvals and fulfilment of customary conditions precedent and in accordance with the provisions of the Business Transfer Agreement.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	The consolidated turnover for the previous financial year is INR 1,69,043.25 Lakh (Rupees One Lakh Sixty Nine Thousand Forty Three Lakh and Twenty Five Thousand Only). The Slump Sale transaction (proposed transaction) will be undertaken at INR 18,111.79 Lakh (Rupees Eighteen Thousand One Hundred Eleven Lakh Seventy Nine Thousand Only) <i>i.e.</i> , 10.71% of the annual consolidated turnover.  The transaction will be carried out through a subsidiary that was recently incorporated on January 8, 2025; therefore, its annual turnover is 'Nil' as on date of this Notice.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
	i). details of the source of funds in connection with the proposed transaction;	
	ii). where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments a. nature of indebtedness; b. cost of funds; and c. tenure;	Not applicable.
	iii). applicable terms, including covenants, tenure, interest rate, and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv). the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
7.	Justification as to why the RPT is in the interest of the listed entity;	Please refer to details which forms part of the explanatory statement.
8.	The valuation or other external report, relied upon by the entity in relation to the proposed transaction;	Please refer to the notes to the EGM notice.
9.	The percentage of the counterparty's annual consolidated turnover is represented by the value of the proposed RPT;	Please refer to point 5, <i>supra</i> .

10.	Any other information relevant or important <i>w.r.t.</i> , proposed resolution.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.

The Board of Directors recommends the **Special Resolution** as set out at item no. 1 of the Notice for approval by the members.

Except for Mr. Sushil Suri, Managing Director and Mr. Sanjay Suri, Whole Time Director and their relatives, none of the other Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

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

**Date: January 14, 2025  
Place: Gurugram, Haryana**

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