

## **MOREPEN LABORATORIES LIMITED**

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

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### **NOTICE**

Notice is hereby given that an Extra Ordinary General Meeting (“EGM”) of the members of Morepen Laboratories Limited (“the Company”) will be held on **Saturday, 5<sup>th</sup> March 2022** at 4.00 p.m. (I.S.T.) through video conferencing/ other audio-visual means (“VC”/ “OAVM”):

#### **SPECIAL BUSINESS:**

#### **Item No. 1 : Variation of rights of existing Optionally Convertible Preference Shares (“OCPS”) and Cumulative Redeemable Preference Shares (“CRPS”) i.e., from OCPS and CRPS to Compulsorily Convertible Preference Shares (“CCPS”)**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 48, 55 & 62 and all other applicable provisions of the Companies Act, 2013 read with applicable Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (the “SEBI SAST Regulations”), the Foreign Exchange Management Act, 1999, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited, on which the Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each (“Equity Shares”) are listed, and subject to necessary approval(s), consent(s), permission(s) of Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”) or any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), and in terms of consent of more than 75% (in value) of the holders of Optionally Convertible Preference Shares (“OCPS”) and Cumulative Redeemable Preference Shares (“CRPS”), the consent of the members of the Company, be and is hereby accorded to the Board, to vary the rights of the existing OCPS and CRPS holders, holding in aggregate, 97,35,201 (Ninety Seven Lakh Thirty Five Thousand Two Hundred One), 0.01% OCPS of Rs. 100/- (Rupees Hundred Only) each and 17,30,000 (Seventeen Lakh Thirty Thousand), 0.01% CRPS of Rs. 100/- (Rupees Hundred Only), issued and allotted in following tranches: -

- 70,40,276 (Seventy Lakh Forty Thousand Two Hundred Seventy-Six), 0.01% OCPS on 4<sup>th</sup> May 2007;
- 17,62,000 (Seventeen Lakh Sixty-Two Thousand), 0.01% OCPS on 31<sup>st</sup> May 2007;
- 9,32,925 (Nine Lakh Thirty-Two Thousand Nine Hundred Twenty-Five), 0.01% OCPS on 9<sup>th</sup> February 2008.
- 15,30,000 (Fifteen Lakh Thirty Thousand), 0.01% CRPS on 4<sup>th</sup> May 2007;
- 2,00,000 (Two Lakh), 0.01% CRPS on 25<sup>th</sup> July 2008.

in aggregate, 1,14,65,201 (One Crore Fourteen Lakh Sixty-Five Thousand Two Hundred One) OCPS and CRPS, both of Rs. 100/- (Rupees Hundred Only) each into 1,14,65,201 (One Crore Fourteen Lakh Sixty-Five Thousand Two Hundred One) 0.01% Compulsorily Convertible Preference shares (“CCPS”) of face value of

Rs. 100/- (Rupees Hundred Only) each, to be convertible into up-to 2,13,42,505 (Two Crore Thirteen Lakh Forty-Two Thousand Five Hundred Five) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two Only) at conversion price of Rs. 53.72/- (Rupees Fifty-Three and Seventy-Two Paise Only) per share, including a premium of Rs. 51.72/- (Rupees Fifty-One and Seventy-Two Paise Only) each share, a price calculated as per SEBI ICDR Regulations, on the terms mentioned herein and such other terms and conditions, as may be decided by the Board.

S. No.	Name of the OCPS/ CRPS holders	No. of OCPS <sup>1</sup>	No. of OCPS <sup>2</sup>	No. of OCPS <sup>3</sup>	No. of CRPS <sup>4</sup>	No. of CRPS <sup>5</sup>	Max. No. of CCPS to be allotted	Max. No. of Equity Shares to be allotted upon conversion
1.	Axis Bank Limited	89,253	-	11,901	5,00,000	-	6,01,154	11,19,050
2.	BNP Paribas	3,31,500	-	-	-	-	3,31,500	6,17,088
3.	Canara Bank	3,00,000	-	50,000	-	-	3,50,000	6,51,526
4.	Bank of Baroda	5,17,749	-	2,25,187	-	-	7,42,936	13,82,978
5.	Export Import Bank of India	3,33,333	5,83,000	-	-	-	9,16,333	17,05,757
6.	HDFC Bank Limited	1,52,725	-	6,790	-	-	1,59,515	2,96,937
7.	IDBI Bank Limited	1,48,932	-	22,657	-	-	1,71,589	3,19,413
8.	IFCI Limited	87,373	-	-	-	-	87,373	1,62,645
9.	Industrial Investment Bank of India Ltd.	1,04,274	-	-	-	-	1,04,274	1,94,106
10.	Karnataka Bank	1,50,000	-	15,000	-	-	1,65,000	3,07,148
11.	Karur Vysya Bank	1,25,705	-	-	-	-	1,25,705	2,34,000
12.	Life Insurance Corporation of India	84,900	-	14,150	-	-	99,050	1,84,381
13.	Punjab National Bank	13,58,854	-	1,98,996	10,00,000	-	25,57,850	47,61,448
14.	The Oriental Insurance Company Limited	10,600	-	-	13,400	-	24,000	44,676
15.	State Bank of India	7,68,137	-	1,28,023	-	-	8,96,160	16,68,205
16.	Sicom Limited	8,29,463	-	-	-	-	8,29,463	15,44,048
17.	Stressed Assets Stabilisation Fund	8,23,752	-	1,37,292	-	-	9,61,044	17,88,987
18.	Dhanlaxmi Bank Limited	1,14,396	-	16,440	-	-	1,30,836	2,43,551
19.	The New India Assurance Company Ltd.	37,950	-	6,325	-	-	44,275	82,418
20.	The South Indian Bank Limited	1,42,355	-	23,726	-	-	1,66,081	3,09,160
21.	UCO Bank	5,15,900	-	-	-	-	5,15,900	9,60,349
22.	United India Insurance Company Ltd.	13,125	-	2,188	-	-	15,313	28,505
23.	The Bank of Nova Scotia	-	11,79,000	-	-	-	11,79,000	21,94,713
24.	Bank of India	-	-	74,250	-	-	74,250	1,38,216
25.	General Insurance Corporation of India	-	-	-	16,600	-	16,600	30,900
26.	Blue Sky Securities Pvt. Ltd.	-	-	-	-	2,00,000	2,00,000	3,72,300
	<b>Total</b>	<b>70,40,276</b>	<b>17,62,000</b>	<b>9,32,925</b>	<b>15,30,000</b>	<b>2,00,000</b>	<b>114,65,201</b>	<b>2,13,42,505</b>

1. 70,40,276, 0.01% OCPS issued and allotted on 04.05.2007. The due date of redemption was 04.05.2014.

2. 17,62,000, 0.01% OCPS issued and allotted on 31.05.2007. The due date of redemption was 31.05.2014.

3. 9,32,925, 0.01% OCPS issued and allotted on 09.02.2008. The due date of redemption was 09.02.2015.

4. 15,30,000, 0.01% CRPS issued and allotted on 04.05.2007. The due date of redemption between 04.05.2016 to 04.05.2017.

5. 2,00,000, 0.01% CRPS issued and allotted on 25.07.2008. The due date of redemption was 31.03.2012.

**RESOLVED FURTHER THAT** pursuant to variation of the terms of said OCPS and CRPS into CCPS, the Company's liability towards OCPS and CRPS holders shall stand reduced to the extent of conversion thereof into CCPS; and said OCPS and CRPS so converted shall be treated as 'redeemed' from the date of allotment of CCPS;

**RESOLVED FURTHER THAT** the "Relevant Date" for the purpose of determining the conversion price of the Equity Shares proposed to be allotted, pursuant to conversion of CCPS into Equity Shares to the above

mentioned allottees is Thursday, 3<sup>rd</sup> February 2022, *i.e.*, being the date, which is 30 (Thirty) days prior to the date of EGM *i.e.*, Saturday, 5<sup>th</sup> March 2022;

**RESOLVED FURTHER THAT** the variation of rights of OCPS and CRPS holders by converting their existing holding from OCPS and CRPS to CCPS, shall be subject to the following terms and conditions:

- (a) Each CCPS shall be compulsorily convertible into Equity Shares of the face value Rs. 2/- (Rupees Two Only) each at a price as determined under SEBI ICDR Regulations at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (the “CCPS Exercise Period”).
- (b) The CCPS by itself until converted into Equity Shares, will not give any voting right to the CCPS holder(s) in the company.
- (c) The CCPS, being allotted to the aforesaid OCPS and CRPS holders and Equity Shares proposed to be allotted upon conversion thereof, shall be under lock in for such period as prescribed under Chapter V of the SEBI ICDR Regulations.
- (d) Allotment shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted after the conversion of CCPS, shall rank *pari passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- (Rupees Two Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the CCPS, Equity Shares arising out of conversion thereof, upon variation of rights of the existing OCPS and CRPS, Mr. Sushil Suri, Chairman & Managing Director, Mr. Ajay Kumar Sharma, Chief Financial Officer and Mr. Vipul Kumar Srivastava, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies.”

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

**Date: 8<sup>th</sup> February 2022  
Place: Gurugram, Haryana**

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

## **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 Extra Ordinary General Meeting (hereinafter referred to as 'EGM'), as set out in item no. 1 in the notice 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'), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations”) and Secretarial Standard - 2 of General Meeting issued by the Institute of Company Secretaries of India ('ICSI'), are given herein.
2. The Board of Directors has considered and decided that item no. 1 as set out in the notice is Special Business and is unavoidable in nature.
3. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8<sup>th</sup> April 2020, General Circular no. 17/2020 dated 13<sup>th</sup> April 2020, General Circular no. 22/2020 dated 15<sup>th</sup> June 2020, General Circular no. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020, the General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 and General Circular no. 20/2021 dated 8<sup>th</sup> December 2021 (collectively 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 (collectively referred as 'SEBI Circular') permitted companies to conduct General Meeting through video conferencing ('VC') or Other Audio Visual Means ('OAVM'). In compliance with the MCA and SEBI Circulars and applicable provisions of the Act and Listing Regulations, the EGM of the Company is being convened and conducted through VC/ OAVM. The Notice is being sent to all the members to their email i.ds as registered with the Company/ RTA.
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. The participation at the EGM through VC/ OAVM shall be allowed on a first-come-first-served 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. Notice of the meeting has been uploaded on the Company's website ([www.morepen.com](http://www.morepen.com)) and on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
7. 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 id 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.
8. 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 remote e-Voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-Voting facility is

in addition to voting that will take place at the EGM being held through VC/ OAVM.

9. 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.
10. 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.
11. 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.
12. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
13. 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 and BSE Limited where the shares of the Company are listed.
14. All documents referred to the Notice and accompanying Explanatory Statement, are open for inspection at the Corporate Office *i.e.*, 2<sup>nd</sup> Floor, Tower C, DLF Cyber Park, Udyog Vihar, Sector-20, Gurugram, Haryana – 122 016, of the Company on all working days, excluding Saturday between 10.00 A.M to 5.00 P.M. up-to the date of the EGM.
15. The documents referred to the notice, will be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents may send an email to company at 'investors@morepen.com', at least 5 days in advance.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The prescribed nomination form can be obtained from the website of the Registrar and Share Transfer Agent of the Company *i.e.*, www.masserv.com
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and write to the Registrar & Transfer Agent at their office address at Mas Services Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area,, Phase-II, New Delhi-110020, in case the shares are held in physical form, quoting their folio number etc., in prescribed format. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
18. 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.
19. It is clarified that if a member fails to provide or update relevant e-mail address to the Company or to the

DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.

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

20. Members may note the VC/OAVM facility will provided 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.
21. 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.
22. 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.
23. Members who need assistance before or during the EGM, can contact Mr. Deepanshu Rastogi, Assistant Manager, Mas Services Limited at 'info@masserv.com' / 011-26387281/82/83 or Ms. Pallavi Mhatre, Manager, NSDL at 'evoting@nsdl.com' / 1800-1020-990.
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 Companies Act, 2013.
25. 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.

***Procedure for remote e-Voting and e-Voting during the EGM***

26. 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.
27. 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 EGM through VC/OAVM facility and e-Voting during the EGM.
28. The remote e-Voting period will be commenced on Tuesday, 1<sup>st</sup> March, 2022 from 9.00 A.M. (I.S.T.) and ends on Friday, 4<sup>th</sup> March, 2022 at 5.00 P.M. (I.S.T.). The remote e-Voting module will be disabled by NSDL for voting thereafter. Members holding shares either in physical form or in dematerialized form, as on Saturday, 26<sup>th</sup> February, 2022 *i.e.*, cut - off date, may cast their vote electronically.
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 during the EGM***

31. The Members will be allowed to ask question(s) during the course of 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, 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. When a pre-registered speaker is invited to raise at the EGM his/her questions already emailed in advance as requested in point above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.
34. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.

**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 9<sup>th</sup> 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 in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders/ 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-

	<p>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 &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.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.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 <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>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest 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>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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>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.e., <b>NSDL</b> where the e-</li> </ol>

	Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders/ 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

- B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
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:

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

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

- 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.**

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 also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**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 signed request with Folio No., Name of shareholder, scanned copy of the any one share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@masserv.com](mailto:info@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 e-mail 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 meeting 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 9<sup>th</sup> 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 in order to access e-Voting facility.

## Explanatory Statement

*(Pursuant to Section 102 of the Companies Act, 2013 read with rules made thereunder (the "Act") and SEBI (ICDR) Regulations)*

The following Statement sets out all material facts relating to the Resolution mentioned in the accompanying Notice:

### Item No. 1

The Company is engaged in the manufacturing of bulk drugs and its intermediates. In the early years of its incorporation, the Company's financial position went on well. However, during the years 2002-04, due to a sharp fall in Company's prime product 'Loratadine' in the international markets, the Company faced huge financial loss which adversely affected the sustainability of its operations as well as its ability to meet its debt servicing obligations to the banks and financial institutions.

In the year 2003, to tide over the financial mismatch, the financial restructuring of the Company was initiated for the purpose of the re-schedulement of debts and interest payments. On 27<sup>th</sup> July 2006, the CDR-EG Cell had approved the Corporate Debt Restructuring ("CDR") Scheme of the Company.

Pursuant to the said scheme, the Company had, *inter-alia*, allotted 97,35,201 (Ninety-Seven Lakh Thirty-Five Thousand Two Hundred One), 0.01% Optionally Convertible Preference Shares ("OCPS") to its lender banks and financial Institutions for the purpose of settlement of outstanding dues of the Company to those banks/ financial Institutions. The details of allotment and schedule redemption are as under: -

- 70,40,276 (Seventy Lakh Forty Thousand Two Hundred Seventy-Six), 0.01% OCPS issued and allotted on 4<sup>th</sup> May 2007. The due date of redemption was 4<sup>th</sup> May 2014;
- 17,62,000 (Seventeen Lakh Sixty-Two Thousand), 0.01% OCPS issued and allotted on 31<sup>st</sup> May 2007. The due date of redemption was 31<sup>st</sup> May 2014; and
- 9,32,925 (Nine Lakh Thirty-Two Thousand Nine Hundred Twenty-Five), 0.01% OCPS issued and allotted on 9<sup>th</sup> February 2008. The due date of redemption was 9<sup>th</sup> February 2015.

Additionally, the company in order to re-schedule the redemption, had issued and allotted 0.01% Cumulative Redeemable Preference Shares ("CRPS") to its existing CRPS holders with change of terms and conditions. The details of allotment and schedule of redemption are as under: -

1. 15,30,000 (Fifteen Lakh Thirty Thousand), 0.01% CRPS issued and allotted on 4<sup>th</sup> May 2007. The due date of redemption was between 4<sup>th</sup> May 2016 to 4<sup>th</sup> May 2017;
2. 2,00,000 (Two Lakh), 0.01% CRPS issued and allotted on 25<sup>th</sup> July 2008. The due date of redemption was 31<sup>st</sup> March 2012.

The OCPS had to be redeemed or converted into Equity Shares of the Company at the option of the OCPS holders on due date of redemption; and CRPS were to be redeemed on the respective due dates of redemption.

The company could not redeem the said OCPS & CRPS on their due dates as it has accumulated losses in its books and pursuant to provisions of Section 55(2) of the Companies Act, 2013 ("the Act"), the preference shares of a company can only be redeemed either (a) out of the profits of that company available for distribution as dividend as per Section 123 of the Act or (b) out of proceeds of the fresh issue of shares made by that company for this purpose. Also, as per Section 123 of the Act, dividend pay-out can only be made from the profits of that company available after setting off the previous year losses, if any. In addition, the conversion option was also not exercised by OCPS holders on due date of redemption.

After passing of the redemption periods, these OCPS and CRPS become 'unredeemed Preference Shares.'

Keeping in view of aforesaid, the company approached the holders of unredeemed Preference Shares to vary the terms of the said Preference Shares, thereby variation of their rights *i.e.*, making them Compulsory Convertible Preference Shares ('CCPS') and subsequent conversion thereof into Equity Shares, within a maximum period of 18 months in accordance with SEBI ICDR Regulations.

In this regard, in accordance with the provisions of Section 48 of the Act, read-with applicable rules framed thereunder, the company in terms of consent, in writing, from holders of more than 3/4<sup>th</sup> (75%) OCPS and CRPS for variation of their rights, may proceed with conversion of OCPS and CRPS into CCPS and consequent conversion thereof in Equity Shares.

Further, in terms of Section 48 read with Section 62 of the Act, the consent of the Equity Shareholders is being sought for variation of rights of OCPS and CRPS holders by converting OCPS and CRPS into CCPS and consequent conversion thereof into Equity Shares of face value of Rs. 2/- (Rupees Two Only) each, arising on account conversion, at a conversion price of Rs. 53.72/- (Rupees Fifty-Three and Seventy-Two Paise Only) per share, including a premium of Rs. 51.72/- (Rupees Fifty-One and Seventy-Two Paise Only), a price determined as per SEBI ICDR Regulations.

Therefore, in compliance with the provisions of applicable laws, the proposed resolutions as set out at Item No. 1 is recommended for the approval of shareholders as "Special Resolution".

The approval of the members is accordingly being sought by way of a "Special Resolution" under Sections 48 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The necessary details in terms of Regulation 163 of the SEBI (ICDR) Regulations are set forth below:

#### **I. Objects of the Issue:**

Pursuant to variation of rights of the existing OCPS and CRPS holders and with a view to redeem said OCPS and CRPS, the company will convert unredeemed 97,35,201 (Ninety-Seven Lakh Thirty-Five Thousand Two Hundred One), 0.01% OCPS of Rs. 100/- (Rupees Hundred Only) each and 17,30,000 (Seventeen Lakh Thirty Thousand), 0.01% CRPS of Rs. 100/- (Rupees Hundred Only) into equivalent no. of 0.01% CCPS of Rs. 100/- (Rupees Hundred Only) each and consequent conversion thereof in Equity shares of face value of Rs. 2/- (Rupees Two Only) each, at a conversion/ issue price of Rs. 53.72/- (Rupees Fifty-Three and Seventy-Two Paise Only) per share {including premium of Rs. 51.72/- (Rupees Fifty-One and Seventy-Two Paise Only) per share} of the Company.

#### **II. Particulars of the issue including the maximum number of specified securities to be issued and date of passing of Board Resolution:**

The Board of Directors in its meeting held on Tuesday, 8<sup>th</sup> February 2022, approved the variation of rights of the OCPS and CRPS holders in accordance with the consent of such variation from OCPS holders and CRPS holders, holding the requisite minimum 75% OCPS/ CRPS, *respectively*, issue and allot CCPS in lieu of existing OCPS and CRPS and convert said CCPS into Equity Shares of the Company.

Particulars of the Offer are as follows:

Pursuant to the CDR Scheme approved by CDR EG Cell dated 27<sup>th</sup> July 2006, the Company had, *inter alia*, allotted, in aggregate, 97,35,201 (Ninety-Seven Lakh Thirty-Five Thousand Two Hundred One), 0.01% OCPS of Rs. 100/- (Rupees Hundred Only) in tranches to various Banks and Financial Institutions.

The Company also issued and allotted 17,30,000 (Seventeen Lakh Thirty Thousand), 0.01% CRPS of Rs. 100/- (Rupees Hundred Only) each to Banks, Financial Institutions and others.

These OCPS and CRPS couldn't be redeemed or converted on their due dates of redemption, therefore, proposed to be converted into CCPS and consequent conversion thereof into Equity Shares of the Company. The particulars of the issue including the maximum number of specified securities proposed to be allotted/ converted are as follows:

S. No.	Name of the OCPS/ CRPS holders	Total no. of OCPS	Total no. of CRPS	No. of CCPS to be allotted	No. of Equity Share to be allotted pursuant to conversion of CCPS
1.	Axis Bank Limited	1,01,154	5,00,000	6,01,154	11,19,050
2.	BNP Paribas	3,31,500	-	3,31,500	6,17,088
3.	Canara Bank	3,50,000	-	3,50,000	6,51,526
4.	Bank of Baroda	7,42,936	-	7,42,936	13,82,978
5.	Export Import Bank of India	9,16,333	-	9,16,333	17,05,757
6.	HDFC Bank Limited	1,59,515	-	1,59,515	2,96,937
7.	IDBI Bank Limited	1,71,589	-	1,71,589	3,19,413
8.	IFCI Limited	87,373	-	87,373	1,62,645
9.	Industrial Investment Bank of India Ltd.	1,04,274	-	1,04,274	1,94,106
10.	Karnataka Bank	1,65,000	-	1,65,000	3,07,148
11.	Karur Vysya Bank	1,25,705	-	1,25,705	2,34,000
12.	Life Insurance Corporation of India	99,050	-	99,050	1,84,381
13.	Punjab National Bank	15,57,850	10,00,000	25,57,850	47,61,448
14.	The Oriental Insurance Company Limited	10,600	13,400	24,000	44,676
15.	State Bank of India	8,96,160	-	8,96,160	16,68,205
16.	Sicom Limited	8,29,463	-	8,29,463	15,44,048
17.	Stressed Assets Stabilisation Fund	9,61,044	-	9,61,044	17,88,987
18.	Dhanlaxmi Bank Limited	1,30,836	-	1,30,836	2,43,551
19.	The New India Assurance Company Ltd.	44,275	-	44,275	82,418
20.	The South Indian Bank Limited	1,66,081	-	1,66,081	3,09,160
21.	UCO Bank	5,15,900	-	5,15,900	9,60,349
22.	United India Insurance Company Ltd.	15,313	-	15,313	28,505
23.	The Bank of Nova Scotia	11,79,000	-	11,79,000	21,94,713
24.	Bank of India	74,250	-	74,250	1,38,216
25.	General Insurance Corporation of India	-	16,600	16,600	30,900
26.	Blue Sky Securities Pvt. Ltd.	-	2,00,000	2,00,000	3,72,300
	<b>Total</b>	<b>97,35,201</b>	<b>17,30,000</b>	<b>1,14,65,201</b>	<b>2,13,42,505</b>

### III. The intent of the promoters, directors, or key management personnel of the issuer to subscribe to the offer:

None of the promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the CCPSs to be issued under this preferential issue of CCPS which will be convertible into Equity Shares or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above.

### IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company giving the present position and after conversion of the CCPS into Equity Shares is provided hereunder:

Category	Pre issue Shareholding <sup>(1)</sup>		No. of CCPS	No. of Equity Shares to be issued	Post Issue Shareholding <sup>(2 &amp; 3)</sup>	
	No. of Shares	%			No. of Shares	%
(A) Promoter Shareholding						
(1) Indian						
(a) Individuals & HUF	4,12,41,750	9.17	-	-	4,12,41,750	8.75
(b) Bodies Corporate	11,41,29,838	25.37	-	-	11,41,29,838	24.23
Sub Total (A)(1)	15,53,71,588	34.54	-	-	15,53,71,588	32.98
(2) Foreign promoters	-	-	-	-	-	-
<b>Total Promoter shareholding A=A1+A2</b>	<b>15,53,71,588</b>	<b>34.54</b>	-	-	<b>15,53,71,588</b>	<b>32.98</b>
(B) Public Shareholding						
B1) Institutional Investors	93,22,921	2.07	1,12,65,201	2,09,70,205	3,02,93,126	6.43
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-	-
Individuals	20,32,43,684	45.18	-	-	20,32,43,684	43.13
Body Corporate (including Foreign Body Corporates)	6,97,06,072	15.50	2,00,000	3,72,300	7,00,78,372	14.87
Others (Including NRI)	1,21,81,938	2.71	-	-	1,21,81,938	2.59
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>29,44,54,615</b>	<b>65.46</b>	<b>1,14,65,201</b>	<b>2,13,42,505</b>	<b>31,57,97,120</b>	<b>67.02</b>
C) Non-Promoter - Non-Public	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>44,98,26,203</b>	<b>100.00</b>	<b>1,14,65,201</b>	<b>2,13,42,505</b>	<b>47,11,68,708</b>	<b>100.00</b>

Notes:

1. The pre-issue shareholding pattern is as on 31<sup>st</sup> December 2021.
2. During the FY 2020-21, there are 7,00,00,000 (Seven Crore) Fully Convertible Warrants allotted by the Company which may be converted within a period of 18 (Eighteen) months after receipt of full consideration resulting in variation in the post issue shareholding of the Company.
3. Pursuant to the Scheme of Arrangement ('Scheme') entered with the Fixed Deposit ('FD') holders, the company had allotted 9,24,90,413 (Nine Crore Twenty-Four Lakh Ninety Thousand Four Hundred Thirteen) Equity Shares to its FD holders on 12<sup>th</sup> August 2009, which are duly listed and traded at NSE & BSE. However, Hon'ble NCLT, Chandigarh vide its order dated 12<sup>th</sup> March 2018 read along-with order of Hon'ble National Company Law Appellate Tribunal (NCLAT), Delhi dated 23<sup>rd</sup> July 2019, has set aside the Scheme. In compliance with said order, the claims of the FD holders (except those FD holders who have since traded or transferred their allotted shares), have to settled in cash by the Company, which will result in cancellation of Equity Shares thereby reduction of existing paid-up equity share capital of the Company/ listed capital to the extent of the equity shares so cancelled. In this regard, till date company has applied for cancellation of 50,38,983 (Fifty Lakh Thirty-Eight Thousand Nine Hundred Eighty-Three) Equity Shares with the Stock Exchanges. The approval of cancellation of shares from the Stock Exchanges is awaited. Upon cancellation of the said shares or any additional shares, the post issue shareholdings may vary accordingly.

#### V. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, pursuant to variation of the rights of OCPS and CRPS holders/ terms of the OCPS and CRPS, the CCPSs will be issued within a period of 15 (fifteen) days from the date of passing of Special Resolution at item no. 1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**VI. Principal terms of assets charged as securities:**

Not applicable.

**VII. The identity of the natural person who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s)**

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owner
1.	Axis Bank Limited	N.A.
2.	BNP Paribas	N.A.
3.	Canara Bank	N.A.
4.	Bank of Baroda	N.A.
5.	Export Import Bank of India	N.A.
6.	HDFC Bank Limited	N.A.
7.	IDBI Bank Limited	N.A.
8.	IFCI Limited	N.A.
9.	Industrial Investment Bank of India Ltd.	N.A.
10.	Karnataka Bank	N.A.
11.	Karur Vysya Bank	N.A.
12.	Life Insurance Corporation of India	N.A.
13.	Punjab National Bank	N.A.
14.	The Oriental Insurance Company Limited	N.A.
15.	State Bank of India	N.A.
16.	Sicom Limited	The Governor, Government of Maharashtra
17.	Stressed Assets Stabilisation Fund	The President of India, through Ministry of Finance, Government of India
18.	Dhanlaxmi Bank Limited	N.A.
19.	The New India Assurance Company Ltd.	N.A.
20.	The South Indian Bank Limited	N.A.
21.	UCO Bank	N.A.
22.	United India Insurance Company Ltd.	N.A.
23.	The Bank of Nova Scotia	N.A.
24.	Bank of India	N.A.
25.	General Insurance Corporation of India	N.A.
26.	Blue Sky Securities Pvt. Ltd.	Mr. Sanjeev Kumar, and Ms. Archana Verma

**VIII. Percentage of post preferential issue capital that may be held by the allottees and consequential Change in control, if any:**

Sr. No.	Name of the Proposed Allottees	Pre-Issue Shareholding <sup>1</sup>		No. of CCPS to be allotted	No. of Equity Share to be allotted pursuant to conversion of CCPS	Post Issue Shareholding <sup>(2 &amp; 3)</sup>	
		No. of shares	%			No. of shares	%
1	Axis Bank Limited	400	0.00	6,01,154	11,19,050	11,19,450	0.24
2	BNP Paribas	11,58,856	0.26	3,31,500	6,17,088	17,75,944	0.38
3	Canara Bank	-	-	3,50,000	6,51,526	6,51,526	0.14

4	Bank of Baroda	-	-	7,42,936	13,82,978	13,82,978	0.29
5	Export Import Bank of India	-	-	9,16,333	17,05,757	17,05,757	0.36
6	HDFC Bank Limited	-	-	1,59,515	2,96,937	2,96,937	0.06
7	IDBI Bank Limited	900	0.00	1,71,589	3,19,413	3,20,313	0.07
8	IFCI Limited	-	-	87,373	1,62,645	1,62,645	0.03
9	Industrial Investment Bank of India Ltd.	-	-	1,04,274	1,94,106	1,94,106	0.04
10	Karnataka Bank	-	-	1,65,000	3,07,148	3,07,148	0.07
11	Karur Vysya Bank	-	-	1,25,705	2,34,000	2,34,000	0.05
12	Life Insurance Corporation of India	500	0.00	99,050	1,84,381	1,84,881	0.04
13	Punjab National Bank	-	-	25,57,850	47,61,448	47,61,448	1.01
14	The Oriental Insurance Company Limited	12,74,111	0.28	24,000	44,676	13,18,787	0.28
15	State Bank of India	-	-	8,96,160	16,68,205	16,68,205	0.35
16	Sicom Limited	17,678	0.00	8,29,463	15,44,048	15,61,726	0.33
17	Stressed Assets Stabilisation Fund	-	-	9,61,044	17,88,987	17,88,987	0.38
18	Dhanlaxmi Bank Limited	-	-	1,30,836	2,43,551	2,43,551	0.05
19	The New India Assurance Company Ltd.	2,54,675	0.06	44,275	82,418	3,37,093	0.07
20	The South Indian Bank Limited	-	-	1,66,081	3,09,160	3,09,160	0.07
21	UCO Bank	-	-	5,15,900	9,60,349	9,60,349	0.20
22	United India Insurance Company Ltd.	500	0.00	15,313	28,505	29,005	0.01
23	The Bank of Nova Scotia	-	-	11,79,000	21,94,713	21,94,713	0.47
24	Bank of India	-	-	74,250	1,38,216	1,38,216	0.03
25	General Insurance Corporation of India	35,66,869	0.79	16,600	30,900	35,97,769	0.76
26	Blue Sky Securities Pvt. Ltd.	25,000	0.01	2,00,000	3,72,300	3,97,300	0.08
	<b>TOTAL</b>	<b>62,99,489</b>	<b>1.40</b>	<b>1,14,65,201</b>	<b>2,13,42,505</b>	<b>2,76,41,994</b>	<b>5.86</b>

1. Details as per BENPOS as on Friday, 4<sup>th</sup> February 2022.

2. During the FY 2020-21, there are 7,00,00,000 (Seven Crore) Fully Convertible Warrants allotted by the Company which may be converted within a period of 18 (Eighteen) months after receipt of full consideration resulting in variation in the post issue shareholding of the Company.

3. Pursuant to the Scheme of Arrangement ('Scheme') entered with the Fixed Deposit ('FD') holders, the company had allotted 9,24,90,413 (Nine Crore Twenty-Four Lakh Ninety Thousand Four Hundred Thirteen) Equity Shares to its FD holders on 12<sup>th</sup> August 2009, which are duly listed and traded at NSE & BSE. However, Hon'ble NCLT, Chandigarh vide its order dated 12<sup>th</sup> March 2018 read along-with order of Hon'ble National Company Law Appellate Tribunal (NCLAT), Delhi dated 23<sup>rd</sup> July 2019, has set aside the Scheme. In compliance with said order, the claims of the FD holders (except those FD holders who have since traded or transferred their allotted shares), have to be settled in cash by the Company, which will result in cancellation of Equity Shares thereby reduction of existing paid-up equity share capital of the Company/ listed capital to the extent of the equity shares so cancelled. In this regard, till date company has applied for cancellation of 50,38,983 (Fifty Lakh Thirty-Eight Thousand Nine Hundred Eighty-Three) Equity Shares with the Stock Exchanges. The approval of cancellation of shares from the Stock Exchanges is awaited. Upon cancellation of the said shares or any additional shares, the post issue shareholdings may vary accordingly.

As a result of the proposed allotment of Equity Shares (upon conversion of the CCPS into Equity Shares), there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

#### IX. Lock-in Period:

- i. The CCPS to be allotted and the Equity Shares to be allotted, upon conversion shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- ii. The entire pre-preferential shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations wherever required.

#### **X. Conversion Price and Relevant Date:**

In terms of SEBI ICDR Regulations, the relevant date has been reckoned as Thursday, 3<sup>rd</sup> February 2022 for the purpose of computation of conversion price of CCPS into Equity Shares of the Company.

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and are frequently traded thereat. Accordingly, the minimum issue price will be calculated on the basis of trading at NSE, being the Exchange with higher trading volume in terms of the pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations.

The Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The conversion price for the issue of Equity Shares upon conversion of CCPS is computed based on the pricing formula prescribed under Regulation 164(1) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs. 53.72/- (Rupees Fifty-Three and Seventy-Two Paise Only) each.

#### **XI. The current and proposed status of the proposed allottees post the preferential issue namely:**

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Current Status</b>	<b>Post Status</b>
1.	Axis Bank Limited	Non-Promoter	Non Promoter
2.	BNP Paribas	Non Promoter	Non Promoter
3.	Canara Bank	Non Promoter	Non Promoter
4.	Bank of Baroda	Non Promoter	Non Promoter
5.	Export Import Bank of India	Non Promoter	Non Promoter
6.	HDFC Bank Limited	Non Promoter	Non Promoter
7.	IDBI Bank Limited	Non Promoter	Non Promoter
8.	IFCI Limited	Non Promoter	Non Promoter
9.	Industrial Investment Bank of India Ltd.	Non Promoter	Non Promoter
10.	Karnataka Bank	Non Promoter	Non Promoter
11.	Karur Vysya Bank	Non Promoter	Non Promoter
12.	Life Insurance Corporation of India	Non Promoter	Non Promoter
13.	Punjab National Bank	Non Promoter	Non Promoter
14.	The Oriental Insurance Company Limited	Non Promoter	Non Promoter
15.	State Bank of India	Non Promoter	Non Promoter
16.	Sicom Limited	Non Promoter	Non Promoter
17.	Stressed Assets Stabilisation Fund	Non Promoter	Non Promoter
18.	Dhanlaxmi Bank Limited	Non Promoter	Non Promoter
19.	The New India Assurance Company Ltd.	Non Promoter	Non Promoter
20.	The South Indian Bank Limited	Non Promoter	Non Promoter
21.	UCO Bank	Non Promoter	Non Promoter
22.	United India Insurance Company Ltd.	Non Promoter	Non Promoter
23.	The Bank of Nova Scotia	Non Promoter	Non Promoter

24.	Bank of India	Non Promoter	Non Promoter
25.	General Insurance Corporation of India	Non Promoter	Non Promoter
26.	Blue Sky Securities Pvt. Ltd.	Non Promoter	Non Promoter

## **XII. Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India or a fraudulent borrower. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the Equity Shares have been listed for a period of more than 90 (Ninety) trading days as on the relevant date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

## **XIII. Practicing Company Secretary's Certificate:**

The certificate from Mr. Praveen Dua, Practicing Company Secretary, Proprietor of M/s. P D & Associates, certifying that the preferential issue is being made in accordance with the requirements of Chapter V (as mentioned therein) of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The said certificate is available at the website of the Company at URL <https://www.morepen.com/public/uploads/investor/PCScertificate.pdf>, till the declaration of result of the Extra-Ordinary General Meeting, held on Saturday, 5<sup>th</sup> March 2022.

## **XIV. Details of the Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution:**

None of the Directors, Key Managerial Personnel ("KMP") or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

The Board of Directors recommends the resolution as set out in item no. 1 of this notice for variation of rights of existing OCPS and CRPS holders thereby conversion thereof into CCPS and consequent conversion into Equity Shares, being a preferential issue, to the person belongs to the Non-Promoter Group Category by way of "Special Resolution".

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

**Date: 8<sup>th</sup> February 2022  
Place: Gurugram, Haryana**

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