



**NEOGEN**  
CHEMICALS LTD.

December 08, 2021

BSE Limited Department of Corporate Services, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code No: 542665	National Stock Exchange of India Limited Listing Department, Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Company Symbol: NEOGEN
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**Sub: Notice of Extra Ordinary General Meeting**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the Notice convening the Extra Ordinary General Meeting ("EGM") of the Company scheduled to be held on Friday, December 31, 2021 at 4.00 p.m. IST through video conferencing / other audio visual means (VC/ OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) to transact the special business as set out in the Notice of the EGM dated December 8, 2021. The Notice of EGM is being sent through email to the members whose email id is registered with the Company/Company's Registrar and Transfer Agent (Link Intime India Private Limited) /Depository Participant(s) on December 8, 2021 and it can also be accessed at the website of the Company at <https://neogenchem.com/announcements/>

Key information pertaining to the EGM:

Particulars	Date and Time
Time and date of EGM	Friday, December 31, 2021 at 4.00 p.m.
Cut-off date for the purpose of determining eligibility for E-voting	Friday, December 24, 2021
E-voting start time and date	Tuesday, December 28, 2021 at 9:00 A.M
E-voting end time and date	Thursday, December 30, 2021 at 5:00 P.M.
E-voting during the EGM start time and date	Friday, December 31, 2021 at 4.00 p.m.
E-voting during the EGM end time and date	Friday, December 31, 2021 on completion of 30 minutes from the time of the conclusion of the EGM

The members are provided with the remote e-voting facility to cast their votes electronically on the resolution mentioned in the Notice of EGM, using the electronic voting platform provided by Link Intime India Private Limited.

The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, December 25, 2021 to Friday, December 31, 2021 (both days inclusive) for the purpose of the EGM.

You are requested to kindly take the above information on record.

Thanking you,  
Yours faithfully,

For Neogen Chemicals Limited

Unnati Kanani  
Company Secretary & Compliance Officer  
Membership No: ACS 35131  
Encl: A/a



**Registered Office** : 1002, Dev Corpora, Cadbury Junction,  
Eastern Express Highway, Thane (W) 400 601, India.  
**CIN No.** L24200MH1989PLC050919

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NEOGEN®  
CHEMICALS LTD.

## NEOGEN CHEMICALS LIMITED

CIN: L24200MH1989PLC050919

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Tel: +91 22 2549 7300 Fax: +91 22 2549 7399

Email: [investor@neogenchem.com](mailto:investor@neogenchem.com) website: [www.neogenchem.com](http://www.neogenchem.com)

# Notice of Extra Ordinary General Meeting

Notice is hereby given that the Extra Ordinary General Meeting ("the EGM") of the members of **Neogen Chemicals Limited ("the Company")** will be held on **Friday, December 31, 2021 at 4.00 p.m.** through Video Conferencing ('VC') / Other Audio-Visual Means ('OVAM') to transact the following Special business:

### SPECIAL BUSINESS:

#### 1. Issuance of Equity Shares of the Company on Preferential 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 Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as **"the Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the **"Stock Exchanges"**) on which the Equity Shares of the Company having face value of Rs. 10 each are listed, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Securities and Exchange Board of India (**"SEBI"**), Ministry of Corporate Affairs (**"MCA"**),

Reserve Bank of India (**"RBI"**), the Government of India (**"GOI"**) and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the GOI, RBI, SEBI, Stock Exchanges, MCA and any other relevant statutory, governmental authorities or departments, institutions or bodies (collectively referred to as **"Authorities"**) and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **"Board"**) which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may constitute, to exercise one or more of its powers, including the powers conferred hereunder and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company (**"Members"**) be and is hereby accorded to the Board to create, offer, issue and allot upto 16,04,710 Equity Shares (**"Equity Shares"**) of face value of Rs.10/- (Rupees Ten) each fully paid up at an issue price of Rs. 1,402.12 per Equity Share including a premium of Rs. 1,392.12 per Equity Share (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulations as on the Relevant Date and the valuation report issued in this respect by CA Subhas Hedge, Registered Valuer, proprietor of M/s. S.R. Hegde & Co. and duly approved by the Board in its meeting held on December 8, 2021) aggregating up to Rs. 2,24,99,95,985.20 (Rupees Two hundred twenty four crores ninety nine lakhs ninety five thousand nine hundred and eighty five and twenty paise only), for cash consideration on a preferential basis (**"Preferential Issue"**), and on such terms and conditions, as are stipulated in the explanatory statement attached and as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter V of SEBI ICDR Regulations, to the following proposed allottee's

in the manner given below (collectively referred to as “**Proposed Allottee’s**”):

Sr. No.	Name of the Proposed Allottees	Category (Non-Promoter)	No. of Equity Shares proposed to be offered and allotted
<b>1</b>	<b>SBI Mutual Fund (investing through its various schemes mentioned below)</b>	<b>Mutual Fund</b>	<b>5,70,565</b>
	SBI Magnum Children Benefit Fund Investment Plan		1,07,000
	SBI Large and Midcap Fund		4,63,565
<b>2</b>	<b>Axis Mutual Fund (investing through its various Schemes mentioned below)</b>	<b>Mutual Fund</b>	<b>5,70,565</b>
	Axis Regular Saver Fund		7,133
	Axis Flexi Cap Fund		1,90,188
	Axis Small Cap Fund		1,90,188
	Axis Special Situations Fund		1,83,056
3	Plutus Wealth Management LLP	Limited Liability Partnership	2,85,280
4	White Oak India Equity Fund IV	Alternative Investment Fund	1,06,980
5	White Oak India Select Equity Fund	Alternative Investment Fund	71,320
<b>TOTAL</b>			<b>16,04,710</b>

**RESOLVED FURTHER THAT** in terms of Regulation 161 of the SEBI ICDR Regulations, the “**Relevant Date**” for determining the Preferential Issue of the Equity Shares and for the purpose of calculating the price, be and is hereby fixed as December 1, 2021 being the date 30 days prior to the date of Extraordinary General Meeting scheduled to be held on Friday, December 31, 2021 to consider this Preferential Issue;

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- the Proposed Allottee’s of Equity Shares shall be required to bring in the entire 100 % of the consideration for the Equity Shares to be issued and allotted, on or prior to the date of allotment thereof.
- the consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee’s from their respective bank accounts.

- the pre-preferential shareholding of the Proposed Allottee’s, if any, except pre- preferential shareholding held by SBI Mutual Fund (investing through its various schemes) and Axis Mutual Fund (investing through its various schemes) and Equity Shares proposed to be allotted shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- The Equity Shares so allotted to the Proposed Allottee’s under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only.
- the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares in all respects including as to dividend;
- no partly paid-up Equity Shares shall be issued / allotted.
- the Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of resolution by the Shareholders of the Company approving the Preferential Issue. Where the allotment of the Equity Shares is pending on account of pendency of any approval by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the Board or any Committee of the Board be and are hereby authorized to make an offer to each of the Proposed Allottee’s through a private placement offer letter in Form PAS – 4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment of the said Equity Shares to the Proposed Allottee’s would be made only upon receipt of the in-principle approval from the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, receipt of the consideration as aforesaid, receipt of permission from any regulatory or statutory authority and within the timelines prescribed under the applicable laws;



**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottee's for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board/Committee(s) of the Board, Director(s) or such authorized Officer(s) of the Company be and are severally hereby authorized to do all such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Equity Shares, and to give effect to these resolutions, without being required to seek any further consent or approval of the Members, including, without limitation, the following:

- (a) offer, issue and allot the Equity Shares, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance of the Equity shares, including among other things, number of Equity Shares to be issued and allotted, size of the issue, terms and conditions in connection with premium, pricing and / or finalizing the objects of the issuance and monitoring of the same;
- (c) approve, finalise, and execute offer document(s) (including, among other things, any draft offer document, offering circular, registration statement, placement document, information memorandum, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise the application form(s), notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and arrangements, agreements, memoranda, documents, etc. in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required) and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Equity Shares, and to remunerate them by way of fees, commission, brokerage costs, charges and other expenses and also to reimburse them out of pocket expenses incurred by them in connection therewith;
- (e) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (f) seek any consents and approvals, including, among others, the consent(s) from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (g) file requisite documents/ forms/deeds/ declarations including filing of forms FC-GPR with the SEBI, Stock Exchanges, the GOI, the RBI, the MCA and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (h) seeking the listing of the Equity Shares on any stock exchange(s), submitting the listing application(s) to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (i) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (j) approving the issue price and finalize allocation and the basis of allotment(s) of the Equity Shares on the basis of the applications thereof as received, where applicable;
- (k) acceptance and appropriation of the proceeds of the issue of the Equity Shares;
- (l) affix the common seal of the Company, as required, on any agreement(s), undertaking(s), deed(s) or other document(s), in the presence of any one or more of the Directors of the Company or any one or more of the officers of the Company as may be authorized by the Board in accordance with the Memorandum of Association and Articles of Association of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board, Director(s) or Officer(s) of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Stock Exchanges, Depositories, RBI, GOI and/ or such other Authorities as may be necessary for the purpose, issuing clarification on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential

Issue), to resolve and settle any questions/difficulties that may arise with respect to the offer, issue and allotment of the said Equity Shares, including making an offer to the Proposed Allottee's, utilization of issue proceeds, signing of all deeds and documents as may be required, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to further delegate all or any of the power herein conferred and to authorize and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments or filings with any authorities and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Equity Shares, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so and to represent the Company before any Authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise;

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board  
For Neogen Chemicals Limited**

**Haridas Kanani**

Place: Thane  
Date: December 8, 2021

Chairman & Managing Director  
DIN: 00185487

Regd. Office Address:  
Office No. D-1002 10<sup>th</sup> Floor Dev Corpora  
Bldg., Opp. Cadbury Co, Pokhran Road No.2  
Khopat, Thane 400601  
Tel: +91 22 2549 7300 Fax: +91 22 25497399  
Email: [investor@neogenchem.com](mailto:investor@neogenchem.com)  
Website: [www.neogenchem.com](http://www.neogenchem.com)  
CIN No.:L24200MH1989PLC050919

## Notes

1. Pursuant to the General Circular numbers 02/2021 dated January 13, 2021, 39/2020 dated December 31, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, and 14/2020 dated 8<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number 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 January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold Extra Ordinary General Meeting (EGM) through video conferencing (VC) or OAVM (other Audio Video Means), without the physical presence of members at a common venue. In compliance with the Circulars, the EGM of the members of the Company is being held through VC or OAVM. Hence Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM forms part of these notes.
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning special business under item no. 1 to be transacted at the EGM is annexed and forms part of this Notice.
3. Since the EGM will be held through VC/ OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice and accordingly the facility for appointment of proxies by the members will not be available and physical attendance of Members has been dispensed with. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013 (“the Act”).
4. Members who have questions or seeking clarifications on the proposals as contained in this Notice are requested to send e-mail to the Company on [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Friday, December 24, 2021 to enable the Company to compile and provide replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process.
5. The Company will allot time for members to express their views or give comments during the meeting.

The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID and mobile number, on e-mail ID- [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Thursday, December 30, 2021. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

6. Institutional/ Corporate members are encouraged to attend and vote at the EGM through VC/ OVAM. Institutional/ Corporate members intending to appoint their authorized representatives to participate and vote at the meeting are requested to send a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format by an email marked to the Company at [investor@neogenchem.com](mailto:investor@neogenchem.com), to the Scrutinizer at [devendracs@gmail.com](mailto:devendracs@gmail.com) with a copy to the Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited ("the RTA") at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
7. The Register of Directors & Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and all the documents referred to in notice and the valuation report, will be available for inspection by the members in electronic mode from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send their requests via an email to the Company at [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Friday, December 24, 2021.
8. All communications including Notice of this Extra Ordinary General Meeting and instructions for e-voting, are being sent by an electronic mode to those members whose email address are registered with the Company/Depository Participant (s). A copy of the Notice convening the EGM and Valuation Report will be available on the Company's website <https://neogenchem.com/announcements/> and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of RTA at <https://instavote.linkintime.co.in>. 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.
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The shareholders are requested to update their PAN with the Company / RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
10. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the RTA i.e. Link Intime India Private Limited, C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083, Phone No. +91 22 49186000 Email- [vishal.parad@linkintime.co.in](mailto:vishal.parad@linkintime.co.in) Contact Person – Vishal Parad, Associate. Please note that as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.
11. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to provisions of Section 72 of the Companies Act, 2013. Members holding shares in electronic mode may contact their respective DPs for availing this facility. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the RTA.
12. Members holding shares of the Company are requested to notify immediately any change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Company/ RTA quoting their Folio No. along with self-attested documentary proofs, in case if the shares are held in physical forms and to their respective Depository Participant(s) in case the shares are held in Demat form.
13. The Company encourages members to intimate/update their e-mail addresses to receive the Annual Report, Notices and other communication electronically in support of the "Go Green" initiative of the Ministry of Corporate Affairs. Members may intimate/update their e-mail address by sending a mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) with their name and DPID /Client ID. Members holding shares in demat may please update their e-mails with the respective depository participant.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
15. The Register of Members of the Company shall remain closed from Saturday, December 25, 2021 to Friday, December 31, 2021 (both days inclusive).

#### **Voting through electronic mode:**

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), re-enactment(s) or substitution(s) thereof for the time being force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to cast their right to vote electronically from the place other than venue of the EGM (“remote e-voting”) and Remote E-voting during the EGM using an electronic voting system provided by Link Intime India Private Limited for all the members of the Company to enable them to cast their vote electronically, on the business item set forth in the notice of the EGM and the business may be transacted through such remote e-voting. For voting electronically, the process and manner for generating/receiving the password and cast vote(s) in a secure manner, instructions are provided in the process for e-voting forming part of this notice.
2. The facility of e-voting during the EGM will be available only to the members who have not casted their vote through remote e-voting during the E-voting period. Members who have cast their vote by remote e-voting prior to EGM may participate in the EGM through VC/OVAM but shall not be entitled to cast their vote again.
3. The voting on the proposals contained in the Notice of EGM will be conducted as under:
  - a. The members who have registered their email addresses with the Company / their depository can cast their vote through remote e-voting or through e-voting during the EGM using the process mentioned below for e-voting through electronic system means.
  - b. The members who are holding shares in physical form and who have not registered their email ID

with the Company, can write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by providing their name and folio number and obtain default PAN (if PAN is not registered with the Company) for the purpose of e-voting at RTA portal and exercise their vote either through remote e-voting or e-voting during the EGM. The credentials will be provided to the members after verification of all details.

4. The remote e-voting period commences on Tuesday, December 28, 2021 at 9:00 A.M and ends on Thursday, December 30, 2021 at 5:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut- off date being Friday, December 24, 2021 may cast their vote by electronic means in the manner and process set out herein below.
  - a. The voting rights of members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, December 24, 2021. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting through e-voting during the EGM.
  - b. Once the vote on resolution is cast by Members through remote e-voting, he/she/it shall not be allowed to change it subsequently.

Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice through electronic means and holding shares as on the cut- off date i.e. Friday, December 24, 2021 may refer to this Notice of EGM of the Company, posted on Company’s website <https://neogenchem.com/announcements/> for detail procedure with regards to remote e-voting and will have to login at the portal of respective depositories for e-voting (namely **Nsdl IDeAS or CDSL Easi / Easiest**) with which they are holding securities in demat mode and If the user is not registered for Nsdl IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> and in case if the user is not registered for CDSL Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi./Registration/EasiRegistration>. In case of any queries or technical issues regarding login through depository contact **NSDL helpdesk** by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.:



1800 1020 990 and 1800 22 44 30 and **CDSL helpdesk** by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22- 23058542-43. and for queries/ technical issues relating to Instavote e-voting, members may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000 providing details, such as, name of the Member, DPID / Client ID no. and name of the Company.

Any person, who ceases to be a member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

- The voting during the EGM will begin on Friday, December 31, 2021 at 4.00 p.m. and will end on completion of 30 minutes from the time of the conclusion of the EGM. Within this period, all members who are present at the EGM through VC facility and who have not exercised their vote through remote e-voting during the e-voting Period prior to EGM and are otherwise not barred from doing so, shall be allowed to e-vote during the EGM

The facility for e-voting during the EGM is available only to those members participating in the meeting through VC facility. If a member has exercised his / her vote during the EGM through e-voting but not attended the EGM through VC facility, then the votes casted by such member shall be considered invalid. If a member casts votes by both the modes, then voting done through remote e-voting shall prevail and vote cast through e-voting during the EGM shall be treated as invalid.

- The Board of Directors has appointed CS. Devendra Deshpande, Company Secretary, proprietor of DVD & Associates, Company Secretaries, Pune, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM process in a fair and transparent manner. The Scrutinizer shall submit his/her report, to the Chairman or any person authorized by him, on the votes cast in favour or against, if any, within 48 hrs from the conclusion of EGM.
- The results declared along with the consolidated Scrutinizer's Report and the recorded transcript of the meeting shall be uploaded at the website of the Company <https://neogenchem.com/announcements/> and on the website of the RTA at <https://instavote.linkintime.co.in> and the results shall simultaneously be communicated to the Stock Exchanges.

#### Process for e-voting:

The Company has signed an agreement with **Link Intime India Private Limited (LIPL)** for facilitating e-voting to enable the members to cast their vote electronically. Each voter may follow the following steps while e-voting:

#### The instructions for members voting electronically are as under:

#### Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

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/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> <li>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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <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 "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ul>



Type of shareholders	Login Method
	<ul style="list-style-type: none"> <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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>Existing user of 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 e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name 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 where the E Voting is in progress.</li> </ul>

Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -           <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.</li> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above           <ul style="list-style-type: none"> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> </ul> </li> </ol> </li> </ul> </li> </ol>

Type of shareholders	Login Method
	<ul style="list-style-type: none"> <li>▶ Click “confirm” (Your password is now generated).</li> <li>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ and accordingly modify your vote.</li> </ul>

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
  - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about

the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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 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 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions**

(‘FAQs’) and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

E-voting period for the Extra Ordinary General Meeting of **Neogen Chemicals Limited** starts on Tuesday, December 28, 2021 at 9:00 A.M and ends on Thursday, December 30, 2021 at 5:00 P.M. The remote e-voting module will be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

The Shareholders will also have the remote e-voting facility available during the EGM. The e-voting during the EGM will begin on Friday, December 31, 2021 at 4.00 p.m. and will end on completion of 30 minutes from the time of the conclusion of the EGM.

#### **Cast your vote electronically**

1. After successful login through at Nsdl IDeAS or CDSL Easi / Easiest and selecting Link Intime as your e-voting service provider, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
2. On the voting page, you will see “Resolution Description” and against the same the option “Favour / Against” for voting. Cast your vote by selecting appropriate option i.e. Favour / Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour / Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour / Against’.

3. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
4. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”; else to change your vote, click on “NO” and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.
7. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

#### **Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on “submit”.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save.” A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm,” else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

#### **PROCESS AND MANNER FOR ATTENDING THE EXTRA ORDINARY GENERAL MEETING THROUGH INSTAMEET**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annex) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

**Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:**

- Shareholders who would like to speak during the meeting must register by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID- [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Friday, December 24, 2021
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

In case shareholders/ members have any queries regarding login/ e-voting/ participating in the meeting through OAVM means, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following explanatory statement sets out all material facts in respect of Item no. 1 of the accompanying notice:

**ITEM NO.1**

**Issuance of equity shares of the Company on preferential basis:**

The Company is in the business of manufacturing of Specialty Chemicals. The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic/ inorganic business growth and expansion. An equity infusion will also strengthen the Company's balance sheet and reduce finance cost of the Company. Accordingly, subject to compliance with applicable law, the Company proposes to raise capital for the purposes of funding the long-term growth and expansion of its existing businesses, financing capital expenditure & working capital

requirements, general corporate purpose, pre-payment and / or repayment of loans, and / or any other matters as may be permissible under applicable law(s) and approved by the Board of Directors of the Company.

The proceeds from the issue of Securities shall be utilized for any of the aforesaid purposes to the extent permitted by law.

The Board of Directors of the Company (hereinafter referred to as “the Board”), has explored various options and the Board at their meeting held on December 8, 2021, has approved the proposal to raise funds by way of issue of up to 16,04,710 equity shares of the Company having face value of Rs. 10 each (“Equity Shares”) on a preferential basis at a price of Rs. 1,402.12 per Equity Share including premium of Rs. 1,392.12 per Equity Share (“Issue Price”) (“Preferential Issue”) subject to necessary approval(s), for cash and on such terms and conditions in accordance with the provisions of SEBI ICDR Regulations.

The floor price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is Rs. 1,402 .12 per Equity Share. The said Preferential Issue of Equity Shares is being made to the following Allottees (collectively referred to as the “Proposed Allottee’s”):

Sr. No.	Name of the Proposed Allottees	Category (Non-Promoter)	No. of Equity Shares proposed to be offered and allotted
1	<b>SBI Mutual Fund (investing through its various schemes as mentioned below)</b>	Mutual Fund	<b>5,70,565</b>
	SBI Magnum Children Benefit Fund Investment Plan		1,07,000
	SBI Large and Midcap Fund		4,63,565
	<b>2</b>		<b>Axis Mutual Fund (investing through its various schemes as mentioned below)</b>
Axis Regular Saver Fund		7,133	
Axis Flexi Cap Fund		1,90,188	
Axis Small Cap Fund		1,90,188	
Axis Special Situations Fund		1,83,056	
3	Plutus Wealth Management LLP	Limited Liability Partnership	2,85,280
4	White Oak India Equity Fund IV	Alternative Investment Fund	1,06,980
5	White Oak India Select Equity Fund	Alternative Investment Fund	71,320
<b>TOTAL</b>			<b>16,04,710</b>



In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment( s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations”), approval of members of the Company (“Members”) by way of a special resolution (“Special Resolution”) is required for the Preferential Issue.

Terms of Issue of Equity Shares: (i) All Equity Shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association & Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company (ii) the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations (iii) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

**i. The objects of the preferential issue:**

The Company shall utilize the proceeds from the Preferential Issue of Equity Shares for:-

- a) funding the long term growth and expansion of its existing businesses;
- b) financing capital expenditure & working capital requirements;
- c) pre-payment and / or repayment of loans;
- d) General corporate purpose; and / or
- e) Any other matters as may be permissible under applicable law(s).

**ii) Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board at its meeting held on December 8, 2021 had, subject to the approval of the Members and such other

approvals as may be required, approved the Preferential Issue, i.e., the issuance of up to 16,04,710 Equity Shares at a price of Rs. 1,402.12 per Equity Share including premium of Rs. 1,392.12 per Equity Share, aggregating to Rs. 2,24,99,95,985.20 (Rupees Two hundred twenty four crores ninety nine lakhs ninety five thousand nine hundred and eighty five and twenty paise only), for cash consideration, on a preferential basis.

**iii. The price or price band at which the allotment is proposed:**

Rs. 1,402.12 per Equity Share including premium of Rs. 1,392.12 per Equity Share which is not lower than the floor price i.e. Rs. 1,402.12 calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations.

The Valuation report issued in this respect by CA Subhas Hedge, Registered Valuer, proprietor of M/s. S.R. Hegde & Co. and duly approved by the Board in its meeting held on December 8, 2021 is made available at the website of the Company at <https://neogenchem.com/announcements/>

**iv. Basis on which the price has been arrived at:**

The equity shares of Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”) and are frequently traded in accordance with the SEBI (ICDR) Regulations on NSE being the Stock Exchange in which highest trading volumes in respect of the Equity Shares of the Company has been recorded during the preceding 12 (twelve) months prior to the Relevant Date.

The SEBI (ICDR) Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the Relevant Date; or
- (ii) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the Relevant Date.

Accordingly, the floor price of the Equity Shares proposed to be allotted pursuant to the Preferential Issue which has been determined in accordance with Regulation 164 of the SEBI ICDR Regulations is Rs. 1,402.12 per Equity Share. The price at which the Equity Shares are proposed to be allotted to each of the Proposed Allottee's pursuant to the Preferential Issue is Rs. 1,402.12 per Equity Share (including premium of Rs. 1,392.12 per Equity Share) which is not less than the floor price determined in the manner set out above.

v. **The relevant date on the basis of which price has been arrived at:**  
In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is Wednesday, December 1, 2021 being the 30 days prior to the date of Extraordinary General Meeting i.e. Friday, December 31, 2021 at 4:00 p.m. to consider the Preferential Issue ("Relevant Date").

vi. **Identity of proposed allottee's (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue:**

Sr. No.	Name and Address of Proposed Allottee's	(Non-Promoter)	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Preferential Issue Shareholding (as on December 3, 2021)		Post-Preferential Issue Shareholding	
				No. of Shares	%	No. of Shares	%
1	<b>SBI Mutual Fund (investing through its various schemes as mentioned below):</b> Address: 9th floor, Crescenzo C38- 39, 'G' Block, Bandra Kurla Complex, Bandra East, Mumbai-400051						
	SBI Magnum Children Benefit Fund Investment Plan	Mutual Fund	Not Applicable	0	0	1,07,000	0.43
	SBI Large and Midcap Fund	Mutual Fund	Not Applicable	0	0	4,63,565	1.86
2	<b>Axis Mutual Fund (investing through its various schemes as mentioned below):</b> Address: "Axis House", 1st Floor, C-2, Wadia International Centre, Pandurang Buchkar Marg, Worli, Mumbai - 400 025.						
	Axis Regular Saver Fund	Mutual Fund	Not Applicable	6,500	0.03	13,633	0.05
	Axis Flexi Cap Fund	Mutual Fund	Not Applicable	1,00,000	0.43	2,90,188	1.16
	Axis Small Cap Fund	Mutual Fund	Not Applicable	10,23,823	4.39	12,14,011	4.87
	Axis Special Situations Fund	Mutual Fund	Not Applicable	0	0	1,83,056	0.73
3	Plutus Wealth Management LLP <b>Address:</b> Block Q, Mondeal Business park 2, Near Gurudwara, SG Highway, Bodakdev, Ahmedabad -380054	Limited Liability Partnership	Mr. Arpit Khandeival Mr. Ramesh Keshubhai Siyani	0	0	2,85,280	1.14

Sr. No.	Name and Address of Proposed Allottee's	(Non-Promoter)	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Preferential Issue Shareholding (as on December 3, 2021)		Post-Preferential Issue Shareholding	
				No. of Shares	%	No. of Shares	%
4	<p>White Oak India Equity Fund IV</p> <p>Address: Sun Square Business Hub, # No 33, Rab Complex, 18TH Main Road, 100 Ring Road, 15<sup>th</sup> Cross, J P Nagar, 2<sup>nd</sup> Phase Bangalore 560078</p>	Alternative Investment Fund	<p>White Oak India Equity Fund IV ("WOIEF IV") is a trust established under the provisions of the Indian Trust Act, 1882. It is also a Category III Alternative Investment Fund registered under the SEBI (Alternative Investment Funds) Regulations, 2012 ("SEBI AIF Regulations") with SEBI having registration number: <b>IN/AIF3/20-21/0871</b>. The trustee and settlor of WOIEF IV are <b>Amicorp Trustees (India) Private Limited</b> and <b>RKRM Ventures Private Limited</b>, respectively. There is no protector of WOIEF IV. There is no natural person, whether acting alone or together, who owns 15% or more of the shares or capital or profits of beneficial interest in WOIEF IV. <b>White Oak Capital Management Consultants LLP</b> ("WOCMC LLP") is the Investment manager and sponsor of the WOIEF IV. The Designated Partners of WOCMC LLP are Mr. Prashant Rajendra Khemka and Ms. Mayadevi Rajendra Khemka.</p>	0	0	1,06,980	0.43
5	<p>White Oak India Select Equity Fund</p> <p>Address: Sun Square Business Hub, # No 33, Rab Complex, 18<sup>th</sup> Main Road, 100 Ring Road, 15<sup>th</sup> Cross, J P Nagar, 2<sup>nd</sup> Phase Bangalore 560078</p>	Alternative Investment Fund	<p>White Oak India Select Equity Fund ("WOISEF") is a trust established under the provisions of the Indian Trust Act, 1882. It is also a Category III Alternative Investment Fund registered under the SEBI (Alternative Investment Funds) Regulations, 2012 ("SEBI AIF Regulations") with SEBI having registration number: <b>IN/AIF3/19-20/0676</b>. The trustee and settlor of WOISEF are <b>Amicorp Trustees (India) Private Limited</b> and <b>RKRM Ventures Private Limited</b>, respectively. There is no protector of WOISEF. There is no natural person, whether acting alone or together, who owns 15% or more of the shares or capital or profits of beneficial interest in WOISEF. <b>White Oak Capital Management Consultants LLP</b> ("WOCMC LLP") is the Investment manager and sponsor of the WOISEF. The Designated Partners of WOCMC LLP are Mr. Prashant Rajendra Khemka and Ms. Mayadevi Rajendra Khemka.</p>	0	0	71,320	0.29

**vii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company, is intending to participate/subscribe to any of the Equity Shares to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**viii. The proposed time within which the allotment shall be completed:**

As required under Chapter V of the SEBI ICDR Regulations, the Equity Shares to be allotted to each of the Proposed Allottee's pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee's is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

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

There shall be no change in the management or control of the Company pursuant to the Preferential Issue.

**x. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

**xi. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

As the Preferential Issue is not made for consideration other than cash the requirement of Valuation Report is not applicable pursuant to Chapter V of the SEBI ICDR Regulation.

As required by the Companies Act, 2013, the Valuation Report issued by CA Subhas Hedge, Registered Valuer, proprietor of M/s. S.R. Hegde & Co. and duly approved by the Board in its meeting held on December 8, 2021 for the Preferential Issue made for cash consideration is available at the website of the Company at <https://neogenchem.com/announcements/>

**xii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:**

Sr. No.	Category	Pre-Issue Shareholding (as on December 3, 2021)		Post-Issue of Equity Shares Shareholding	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoters and Promoter Group Holding:</b>				
1.	Indian:				
	Individual/HUF	1,40,10,672	60.04	1,40,10,672	56.18
	Bodies Corporate				
2.	Foreign Promoters	10,00,000	4.29	10,00,000	4.01
	<b>Sub Total (A)</b>	<b>1,50,10,672</b>	<b>64.33</b>	<b>1,50,10,672</b>	<b>60.19</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
<b>1.</b>	<b>Institutional Investors:</b>				
a)	Financial Institutions / Banks	0	0	0	0
b)	Mutual Funds	31,47,912	13.49	42,89,042	17.20
c)	Foreign Portfolio Investors	10,99,924	4.71	10,99,924	4.41
d)	Alternative Investment Funds	1,58,368	0.68	3,36,668	1.35
e)	Insurance Companies	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>44,06,204</b>	<b>18.88</b>	<b>57,25,634</b>	<b>22.96</b>



Sr. No.	Category	Pre-Issue Shareholding (as on December 3, 2021)		Post-Issue of Equity Shares Shareholding	
		No. of Shares	%	No. of Shares	%
<b>2.</b>	<b>Non-Institution:</b>				
a)	Individuals	31,60,352	13.54	31,60,352	12.67
b)	Bodies Corporates	4,16,116	1.78	4,16,116	1.67
c)	NRI (Repatriable)	42,701	0.18	42,701	0.17
d)	NRI (Non- Repatriable)	98,704	0.42	98,704	0.40
e)	Clearing Member	91,329	0.39	91,329	0.37
f)	Directors	0	0	0	0
g)	Trust	239	0.00	239	0.00
h)	NBFCs registered with RBI	0	0	0	0
i)	Hindu Undivided Family	1,08,289	0.46	1,08,289	0.43
j)	Others (Limited Liability Partnership)	0	0	2,85,280	1.14
	<b>Sub Total (B) (2)</b>	<b>39,17,730</b>	<b>16.79</b>	<b>42,03,010</b>	<b>16.84</b>
	<b>TOTAL A+ (B) (1)+ (B) (2)</b>	<b>2,33,34,606</b>	<b>100</b>	<b>2,49,39,316</b>	<b>100</b>
	<b>Non Promoter - Non Public</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total</b>	<b>2,33,34,606</b>	<b>100</b>	<b>2,49,39,316</b>	<b>100</b>

**xiii. Lock-In Period:**

The Equity Shares to be issued and allotted to each of the Proposed Allottee's on a preferential basis under the Preferential Issue shall be locked in for a period of 1(one) year from the date of the trading approval for such Equity Shares, in accordance with Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential shareholding of each the Proposed Allottee's (if any) *except the pre-preferential shareholding of SBI Mutual Fund (through its various schemes) and Axis Mutual Fund (investing through its various schemes)*, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval for the Equity Shares allotted pursuant to the Preferential Issue, in accordance with Regulation 167 of the SEBI ICDR Regulations.

Note: Pursuant to Regulation 158(5) read with Regulation 167 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the pre-preferential shareholding of SBI Mutual Fund (through its various schemes) and Axis Mutual Fund (investing through its various schemes) in the Company shall not be locked in.

**xiv. Principle terms of assets charged as securities:**

Not Applicable

**xv. Requirements as to re-computation of price:**

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

**xvi. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on a preferential basis i.e. BSE Limited and the National Stock Exchange of India Limited. Such Equity Shares, once allotted, shall rank pari- passu with the existing equity shares of the Company in all respects, including dividend.

**xvii. Auditor's Certificate:**

Statutory Auditors of the Company, M/s. JMT & Associates, Chartered Accountants (FRN No. 104167W) have issued a certificate confirming that the Preferential Issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations.

A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. on any working day up to the date of the extra ordinary general meeting.

**xviii. Other Disclosures/Undertaking:**

- a) It is hereby confirmed that neither the Company nor any of its Directors or Promoters is a wilful defaulter to the company's knowledge. None of its promoters or directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) None of the member of promoter and promoter group have not sold / transferred any equity shares during the six months preceding the Relevant Date.
- c) Report of the registered valuer is neither prescribed under Article of Association of the Company nor 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.
- d) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations. As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(2) and Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable
- e) SBI Mutual Fund (investing through its various schemes) and Axis Mutual Fund (investing through its various schemes), which are the proposed allottee's in the Preferential Issue has bought/ sold shares of the Company during the last six months preceding the Relevant Date. However, pursuant to Regulation 158(5) read with Regulation 159(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, there is no restriction on SBI Mutual Fund (investing through its various schemes) and Axis Mutual Fund (investing through its various schemes) from subscribing to the equity shares of the Company under the Preferential Issue. Other Proposed Allottee's have represented
- that they have not sold or transferred any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date i.e., Wednesday December 1, 2021.
- f) The Company is in compliance with the conditions of continuous listing of its Equity Shares as specified in the uniform listing agreement entered into with the Stock Exchange (the "Uniform Listing Agreement") where its Equity Shares are listed.

In accordance with the provisions of Sections 23 (1) (b), 42 and 62 (1) (c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares is being sought by way of a Special Resolution as set out in Item No. 1 of the notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out at Item No. 1 in the accompanying notice for your approval.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

**By order of the Board  
For Neogen Chemicals Limited**

**Haridas Kanani**

Place: Thane  
Date: December 8, 2021

Chairman & Managing Director  
DIN: 00185487