

Dear Shareholder's
Greetings!!

19 th Annual General Meeting	
Date	27/09/2026
Day	Sunday
Time	12.00 NOON

Please Note that the Annual Reports of Regenix Drugs Limited is available in the following link
<https://regenix.in/>

Regd Off: "Jamal Sonu Terrace", #42/1, Loganathan Nagar, 1st Street, 100 Feet Road, Choolaimedu, 600094, Tamilnadu, India, CIN: U24232TN2007PLC063446, Ph: +91 44 2361 5411, 12 &13, 42846962 Fax: +91 44 4284 6861, mail: srividhya@regenix.in Web: www.regenix.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **19th Annual General Meeting** of the Members of **REGENIX DRUGS LIMITED** will be held on Sunday, the 27th day of September, 2026, at 12.00 Noon at Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamilnadu, India, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.

RESOLVED THAT the audited Standalone financial statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, laid before this Meeting be and are hereby received, considered and adopted.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Auditors thereon.

RESOLVED THAT the audited Consolidated financial statements of the Company for the financial year ended 31st March, 2026 and the reports of the Auditors thereon, as circulated to the members, laid before this Meeting, be and are hereby considered and adopted.

3. To appoint a Director in place of Mr. V.Govindarajan (DIN: 02159359) who retires by rotation and being eligible, offers himself for re-appointment.

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. V.Govindarajan (DIN: 02159359), who retires by rotation, at this Meeting and being eligible, has offered himself for re-appointment be and is hereby reappointed as Director of the Company liable to retire by rotation.

4. To appoint a Director in place of Mr. Guhan Ramamurthy (DIN: 09057147) who retires by rotation and being eligible, offers himself for re-appointment.

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Guhan Ramamurthy (DIN: 09057147), who retires by rotation, at this Meeting and being eligible, has offered herself for re-appointment be and is hereby reappointed as Director of the Company liable to retire by rotation.

Special Business:

5. **Variation of Terms of appointment of Dr.A.Ramamurthy (DIN:00446203) as Chairman & Managing Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 196 , 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), approval of the Company be and is hereby accorded for variation of terms of appointment of

Dr.A.Ramamurthy (DIN:00446203) as Chairman & Managing Director of the Company in respect of remuneration payable to him with effect from 01/10/2026 for the remainder of his terms as per the details given below as recommended by Nomination and Remuneration Committee with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Dr.A.Ramamurthy (DIN:00446203):

A. Consolidated Salary of Rs.15,10,293/- per month (Rupees Fifteen Lakhs Ten Thousand Two Hundred and Ninety Three only) per month and other benefits set out hereunder, so that the aggregate of salary, allowances and perquisites as specified herein or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Chairman & Managing Director from time to time, shall not exceed the limits prescribed under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force

B. All other terms and conditions as applicable to employees of the Company

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Dr.A.Ramamurthy (DIN:00446203) by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 , as may be applicable for the time being in force with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with Dr.A.Ramamurthy (DIN:00446203).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

6. Variation in terms of appointment of Mr. Balaji Ramamurthy (DIN:09350272) Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196 , 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and such other approvals as may be necessary in this regard and pursuant to the recommendation of Nomination and Remuneration Committee and the approval of the Board consent and ratification of the members of the Company be and is hereby accorded for variation in the terms of appointment and remuneration of Mr. Balaji Ramamurthy (DIN:09350272) as Whole-time Director of the company with effect from 01/10/2026 for remainder of his term, i.e., upto 30/09/2028, on the following terms and conditions including remuneration as recommended by Nomination and Remuneration Committee with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Mr. Balaji Ramamurthy (DIN:09350272):

A. Consolidated Salary of Rs.3,92,783/- (Three Lakhs Ninety Two Thousand Seven Hundred and Eighty Three Only) per month and otherwise set out hereunder, so that the aggregate of salary, allowances and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Whole-time Director from time to time, shall not exceed the limits prescribed from time to

time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force

B. All other terms and conditions as applicable to employees of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Balaji Ramamurthy (DIN:09350272) by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, as may be applicable for the time being in force with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with Mr. Balaji Ramamurthy (DIN:09350272).

RESOLVED FURTHER THAT Mr. Balaji Ramamurthy (DIN: 09350272) shall be liable to retire by rotation and if re-appointed, the same shall not be treated as break in the service as Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

7. Revision / Enhancement of Limits under Section 186 (read with Section 185) of the Companies Act, 2013 for Making Investments, Extending Loans and Giving Guarantees / Providing Securities in connection with Loans to Persons / Bodies Corporate

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the Extra-Ordinary General Meeting held on 28th April, 2019 (approving an aggregate limit of ₹50.00 Crores (Rupees Fifty Crores only)) and all other earlier resolutions passed by the Members from time to time in this regard, and pursuant to the provisions of Section 185(2), Section 186 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to:

- (i) give any loan to any person or other body corporate;
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and
- (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in, and the amount for which guarantees or securities have so far been provided to, all persons or bodies corporate, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of

₹150.00 Crores (Rupees One Hundred and Fifty Crores only), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded, pursuant to Section 185(2) of the Act (as amended by the Companies (Amendment) Act, 2017), for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/to be taken by M/s.Regenix Bioscience Limited being entities in which a Director of the Company is interested as specified in the Explanation to sub-section (2) of Section 185 of the Act, of an aggregate outstanding amount, on such terms as the Board may deem fit, within the overall umbrella limit of ₹150.00 Crores approved above.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) or any person authorized by the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing security within the aforesaid limits, including the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other Director(s) or Officer(s) of the Company, or any other authorised person(s), in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors of
REGENIX DRUGS LIMITED

Dr.A.Ramamurthy
Chairman & Managing Director
(DIN: 00446203)

Place: Chennai
Date: 25/08/2026

Notes:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and a proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than 48 hours before the Commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder***

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting
3. In compliance with the MCA Circulars, the Annual Report 2025-26, the Notice of the 19th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Members may also note that the Notice of the 19th AGM and the Annual Report 2025-26 will also be available on the Company's website, <https://regenix.in/> and on the website of CDSL <https://www.evotingindia.com/>
4. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://regenix.in/> The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evotingindia.com/>
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e 27th September 2026. Members seeking to inspect such documents can send an email to compliance@regenix.in
7. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and update about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer point no.6 for the process to be followed for updating bank account mandate.
8. 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 through e-mail at helpdesk.evoting@cdslindia.com for this purpose. If a member is already registered with CDSL for E-voting, such member can use his / her existing User ID and password for casting the vote through remote E-voting and voting at AGM through E-voting system.
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
10. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules,

dividends, which are not encashed / claimed by the shareholder for a period of seven consecutive years, shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules also mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.

11. The Company has transferred the unpaid or unclaimed dividends declared, from time to time, to the IEPF Authority established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.regenix.in), as also on the website of Ministry of Corporate Affairs and can be accessed through the link: <https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html>
12. Further, the Company is in the process of transferring to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of the shares to be transferred to the IEPF Authority will be available on the Company's website and can be accessed through the link: <https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html>. The said details are being uploaded on the website of the IEPF Authority and can be accessed through the link: <https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html>. Members may note that the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.
13. Pursuant to the NCLT order dated 11th January, 2017 read with SAT Order dated April 11, 2017 the unclaimed amount for a period of Seven (7) years from the Escrow Account is required to be transferred to the "Investor Education Protection Fund" (IEPF) account established by the Central Government along with the shares in respect of which unpaid or unclaimed dividend has been transferred to IEPF account.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The form can be downloaded from the Company's website at <https://regenix.in/>. Members are requested to submit these details to their DP in case they hold the shares in electronic form, and to the RTA, Cameo Corporate Services Ltd, in case the shares are held in physical form.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The Board has appointed Mr. Rabi Narayan Pal, Proprietor of M/s. Rabi Narayan & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
16. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-

voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the CDSL and RTA and will be displayed on the Company's website, <https://regenix.in/>

17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Cameo Corporate Services Limited in case the shares are held by them in physical form.
18. In accordance with the proviso to MCA Notification dated the 10th September, 2018 amending Companies (Prospectus and Allotment of Securities) Rules, 2014 transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Members can contact the Company or M/s. Cameo Corporate Services Ltd for assistance in this regard
19. Route map to the venue of the AGM is appended.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

1. The voting period begins on Thursday, 24th September 2026, (9:00 a.m. IST) and ends on Saturday, 26th September, 2026 (5:00 p.m. IST). During this period shareholders' of the Company, shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website <https://www.evotingindia.com/>
4. Click on "Shareholders" module.
5. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com/> from [Easi easiest - Official Website of Easi Easiest Central Depository Services \(India\) Limited](#) your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

1. Next enter the Image Verification as displayed and Click on Login.
2. If you are holding shares in demat form and had logged on to <https://www.evotingindia.com/> and voted on an earlier e-voting of any company, then your existing password is to be used.
3. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id.**

15. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com/> and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@regenix.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <https://www.evotingindia.com/>, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr.Nitin Kunder (022-23058738) or Mr.Mehboob Lakhani (022-23058543) or Mr.Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai, 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying notice.

Item No.5: Variation of Terms of appointment of Dr.A.Ramamurthy (DIN: 00446203) as Chairman & Managing Director of the Company:

Meaning, scope and implications of the material fact of item of business to enable members to take appropriate decision;

Dr.A.Ramamurthy (DIN: 00446203) is the Founder Promoter, Chairman & Managing Director of the Company and considering his immense contribution to the progress of the Company since inception, his qualification and experience, knowledge on various aspects relating to the Company's affairs and long business experience, helped the company to grow and expand.

As the tenure of appointment of Dr.A.Ramamurthy (DIN:00446203) as Managing Director of the Company was due to expire on 14/04/2025, the Board of Directors of the Company at its meeting held on 24/03/2025 as recommended by the Nomination and Remuneration Committee has re-appointed Dr.A.Ramamurthy (DIN:00446203) as Managing Director of the Company, for a period of Three (03) years, with effect from 15/04/2025, up to 14/04/2028 on the same remuneration as he had been drawing as Managing Director in the previous term.

Further based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company have at their meeting held on 25/08/2025 varied the terms of appointment of Dr.A.Ramamurthy (DIN: 00446203) as Managing Director of the Company in respect of remuneration payable to him as stated in the resolution, with effect from 01/10/2025.

The Company has not made any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor and both the Board and Nomination and Remuneration & Compensation Committee duly approve his revised remuneration.

The members may note that the aggregate of the remuneration, as stated in the resolution, payable to Dr.A.Ramamurthy (DIN: 00446203), is minimum remuneration. During the currency of his tenure of appointment in case the company has no profits or its profits are inadequate the remuneration as mentioned in the resolution payable to Dr.A.Ramamurthy (DIN: 00446203) shall be in accordance with Section-II, Part-II of Schedule V of the Companies Act, 2013.

As the variation in terms of appointment requires approval of shareholders, the same is sought by way of special Resolution considering the requirement under Section 197 read with Schedule V of the Act.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act is as under:

I. General Information

1. Nature of Industry: Healthcare

2. Date or expected date of start of Commercial Production:

Not Applicable (Company is an existing Company)

3. In case of new companies expected date of commencement of activities as per project approved by Financial Institution appearing in the Prospectus: Not Applicable

4. Financial performance during the last 3 financial periods:

Particulars	2023-24	2024-25	2025-26
Sales and Operating Income (Net)	1,76,43,52,036	1,85,42,03,928	1,92,42,75,973
Profit before Interest, Depreciation & Tax (incl. Exceptional Item)	6,72,96,629	8,43,29,32,757	9,70,34,661
Other Income	67,98,485	51,72,916	51,72,916
Profit / (Loss) Before Tax	7,38,71,486	9,10,95,641	7,66,68,188
Profit / (Loss) After Tax	5,49,48,536	6,72,70,885	5,59,10,765

5. Foreign investments or collaborations, if any: The Company does not have any foreign investment in its Equity and Debt instruments and the Company has not made any foreign investments and neither entered into any collaboration during the last year.

II. Information about the Appointee

Sr.No	Particulars	
1	Background details	Dr.A.Ramamurthy (DIN: 00446203) is the promoter and Managing Director of the Company and he holds postgraduate in Medicine. He was the key person in driving the business since its inception.
	Educational Qualification	
2	Past Remuneration for 3 years	2025-2026-Rs. 1,57,27,020/- 2024-2025-Rs. 1,44,10,757/- 2023-2024- Rs. 1,31,00,685/-
3	Recognition or Awards	NA
4	Job Profile and his suitability	He has vast knowledge and 16 years clinical experience, as Consultant and Director of BG hospital. He has 13 years Corporate Management experience, initially as founder & Managing Director of Grandix pharmaceutical Ltd & Grandix Laboratories Ltd, then President - Regenix group companies. He was appointed for 3 Years as Board Member of State Bank of India [Chennai circle]. He supervises the operational management of the Regenix group Companies. He has played a key role in growth and development of the Company. Considering his experience and expertise, the Board of Directors of the Company as recommended by the Nomination and Remuneration committee felt that the remuneration package offered to him is fair, reasonable and also in line with the remuneration package prevailing in the industry. Taking into consideration his qualifications and expertise in relevant fields, Dr.A.Ramamurthy (DIN: 00446203) is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.

5	Remuneration proposed	As per the resolution at Item No.5 of the Notice read with explanatory statement thereto
6	Comparative remuneration Profile with respect to Industry, Size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.
7	Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:	Apart from receiving remuneration as stated above Dr.A.Ramamurthy (DIN:00446203), is also a shareholder and related to Mrs. Malathi Ramamurthy (DIN:01965601) and Mr. Guhan Ramamurthy (DIN:09057147) Directors of the Company

II. Other Information

1	Reasons of loss or inadequate profits:	At present the Company has adequate profit for paying the proposed remuneration to the managerial personnel. However, considering that term of appointment span over period of more than one year, approval of the shareholders is sought to pay the remuneration as proposed under Section II of Part II of Schedule V of the Act in the event of loss or inadequacy of profit
2	Step taken or proposed to be taken for improvement	The Company has expanded its business many other States from its origin from State of Tamilnadu and developed new customers and also new products resulting better growth prospectus. The Company has also embarked on several yield improvement methods for improved profitability. The results of these steps and other initiatives will be seen in the coming years
3	Expected increase in productivity and profits in measurable terms	In the current economic environment, management has made choices to focus on its strategy to grow transactional and services business along with the emerging segments for better mix

III. Disclosures

Dr.A.Ramamurthy (DIN:00446203), satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his variation. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Dr.A.Ramamurthy (DIN: 00446203), along with his relatives holds 1,15,28,148 or for any other person on a beneficial basis in the Company. Having regard to the technical expertise, knowledge and rich experience of Dr.A.Ramamurthy (DIN: 00446203) the Board is of the view that the resolution proposed in this regard is in the best interest of the Company.

Accordingly, approval of shareholders is sought by way of a special resolution in respect of resolution set out in Item No.5 of the Notice for variation of terms of appointment. The remuneration payable to Dr.A.Ramamurthy (DIN: 00446203) shall be governed by the Remuneration Policy of the Company. Dr.A.Ramamurthy (DIN: 00446203), will not be entitled to any sitting fee for attending Meetings of the Board or any Committee thereof. The above may also be treated as a written memorandum setting out the terms of appointment of Dr.A.Ramamurthy (DIN: 00446203) under Section 190 of the Act.

Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Dr.A.Ramamurthy (DIN:00446203), including his profile and specific areas of expertise are given as **Annexure-A**

Inspection of Documents:

The documents in relation to variation of terms of appointment of Dr.A.Ramamurthy (DIN: 00446203), as referred to in the resolution and explanatory statement thereof will be available for inspection by the members at the registered office of the Company and will also be available for inspection by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and also at the Meeting.

Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel:

Dr.A.Ramamurthy (DIN: 00446203), being appointee, Mrs. Malathi Ramamurthy (DIN: 01965601), Mr. Balaji Ramamurthy (DIN: 09350272) and Mr. Guhan Ramamurthy (DIN: 09057147) Directors being relatives of Dr.A.Ramamurthy (DIN: 00446203) are deemed interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.5

Item No.6: Variation in terms of appointment of Mr. Balaji Ramamurthy (DIN:09350272) Whole-time Director of the Company

Mr. Balaji Ramamurthy (DIN:09350272), is a qualified Doctor, having over a decade of rich and vast experience in Medical services and under his active participation in the management of affairs of the company, the Company has shown significant progress in terms of business growth, operations and profitability. He is a part of the company's Board since 01/10/2022 and has been dedicating his substantial time in the marketing and promotion of company's product and services. His contribution towards development of company's business is highly commendable.

The Board of Directors of the Company at its meeting held on 25/08/2025 as recommended by the Nomination and Remuneration Committee has re-appointed Mr. Balaji Ramamurthy (DIN: 09350272) as Whole Time Director of the Company, for a period of Three (03) years, with effect from 01/10/2025, up to 30/09/2028 on the terms and conditions as stated in the resolution.

Considering his experience and expertise, the Nomination and Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to him is fair, reasonable and also in line with the remuneration package prevailing in the industry. Further the Company has not made any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor and his revised remuneration is duly approved by both the Board and Nomination and Remuneration Committee.

The aforesaid variation in terms of his appointment is subject to the approval of shareholders in accordance with norms laid down in Schedule V, Part II, Section II and other applicable provisions of Companies Act, 2013.

The members may note that the aggregate of the remuneration, as stated in the resolution, payable to Mr. Balaji Ramamurthy (DIN: 09350272) is minimum remuneration. During the currency of his tenure of appointment in case the company has no profits or its profits are inadequate the remuneration payable to Mr. Balaji Ramamurthy (DIN: 09350272) as Whole-time Director shall be in accordance with Section-II, Part-II of Schedule V of the Companies Act, 2013.

The members may note that the aggregate of the remuneration, as stated in the resolution, shall be payable to Mr. Balaji Ramamurthy (DIN:09350272) as minimum remuneration in case the company has no profits or its profits are inadequate in accordance with Section-II, Part-II of Schedule V of the Companies Act, 2013.

As the re-appointment require approval of shareholders, the same is sought by way of special Resolution considering the requirement under Section 197 read with Schedule V of the Act.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act is as under:

I. General Information

1. Nature of Industry: Healthcare

2. Date or expected date of start of Commercial Production:

Not Applicable (Company is an existing Company)

3. In case of new companies expected date of commencement of activities as per project approved by Financial Institution appearing in the Prospectus: Not Applicable

4. Financial performance during the last 3 financial periods:

Particulars	2023-24	2024-25	2025-26
Sales and Operating Income (Net)	1,76,43,52,036	1,85,42,03,928	1,92,42,75,973
Profit before Interest, Depreciation & Tax (incl. Exceptional Item)	6,72,96,629	8,43,29,32,757	9,70,34,661
Other Income	67,98,485	51,72,916	51,72,916
Profit / (Loss) Before Tax	7,38,71,486	9,10,95,641	7,66,68,188
Profit / (Loss) After Tax	5,49,48,536	6,72,70,885	5,59,10,765

5. Foreign investments or collaborations, if any: The Company does not have any foreign investment in its Equity and Debt instruments and also the Company has not made any foreign investments and neither entered into any collaboration during the last year.

II. Information about the Appointee

Sr.No	Particulars	
1	Background details	Mr. Balaji Ramamurthy (DIN: 09350272) is Whole-time Director of the Company and he holds postgraduate in Medicine. He was the key person in driving the business and also contributed for the profit.
	Educational Qualification	
2	Past Remuneration for 3 years	2025-2026 – Rs.38,31,300/- 2024-2025 – Rs.33,23,500/- 2023-2024 – Rs.28,35,000/-
3	Recognition or Awards	In the year 2018 he was awarded the prestigious degree of MRCP by Royal college of physician's, UK
4	Job Profile and his suitability	Mr. Balaji Ramamurthy (DIN: 09350272), aged 34 years, a doctor by profession has more than 10

		years of experience in the healthcare industry. Following graduation, he has worked in various reputed institutions. He is also a prestigious member of the royal college of physicians, UK. He has about 2 years of experience both in the UK and in India regarding working in pharma related industries. During 2005 – 12: he Completed his MBBS from Sri Ramachandra Medical institute, 2012 – 15: Completed his MD in General medicine from Chettinad Research institute and in the year 2018 he was awarded the prestigious degree of MRCP by Royal college of physician's, UK, In the year 2019-20 Worked in UK as a medical registrar.
5	Remuneration proposed	As per the resolution at Item No.6 of the Notice read with explanatory statement thereto
6	Comparative remuneration Profile with respect to Industry, Size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.
7	Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:	Apart from receiving remuneration as stated above Mr.Balaji Ramamurthy (DIN:09350272), is also a shareholder and related to Dr.A.Ramamurthy (DIN:00446203), Mrs.Malathi Ramamurthy (DIN:01965601) and Mr.Guhan Ramamurthy (DIN:09057147) Directors of the Company

II. Other Information

1	Reasons of loss or inadequate profits:	At present the Company has adequate profit for paying the proposed remuneration to the managerial personnel. However, considering that term of appointment span over period of more than one year, approval of the shareholders is sought to pay the remuneration as proposed under Section II of Part II of Schedule V of the Act in the event of loss or inadequacy of profit
2	Step taken or proposed to be taken for improvement	The Company has expanded its business many other States from its origin from State of Tamilnadu and developed new customers and also new products resulting better growth prospectus. The Company has also embarked on several yield improvement methods for improved profitability. The results of these steps and other initiatives will be seen in the coming years
3	Expected increase in productivity and profits in measurable terms	In the current economic environment, management has made choices to focus on its strategy to grow transactional and services business along with the emerging segments for better mix

III. Disclosures

Mr. Balaji Ramamurthy (DIN:09350272) Whole-time Director, satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the

Act for being eligible for his variation. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Balaji Ramamurthy (DIN: 09350272), along with his relatives holds 1,15,28,148 or for any other person on a beneficial basis in the Company. Having regard to the technical expertise, knowledge and rich experience of Mr. Balaji Ramamurthy (DIN: 09350272) the Board is of the view that the resolution proposed in this regard is in the best interest of the Company.

Accordingly, approval of shareholders is sought by way of a special resolution in respect of resolution set out in Item No.6 of the Notice for variation of terms of appointment. The remuneration payable to Mr. Balaji Ramamurthy (DIN: 09350272) as Whole-time Director shall be governed by the Remuneration Policy of the Company. Mr. Balaji Ramamurthy (DIN: 09350272) as Whole-time Director, will not be entitled to any sitting fee for attending Meetings of the Board or any Committee thereof. The above may also be treated as a written memorandum setting out the terms of appointment of Mr. Balaji Ramamurthy (DIN: 09350272) as Whole-time Director under Section 190 of the Act.

Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Balaji Ramamurthy (DIN:09350272), including his profile and specific areas of expertise are given as **Annexure-A**

Inspection of Documents:

The documents in relation to variation of terms of appointment of Mr. Balaji Ramamurthy (DIN:09350272), as referred to in the resolution and explanatory statement thereof will be available for inspection by the members at the registered office of the Company and will also be available for inspection by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and also at the Meeting.

Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel

Mr. Balaji Ramamurthy (DIN: 09350272), being an appointee, Mrs. Malathi Ramamurthy (DIN:01965601), Mr. Guhan Ramamurthy (DIN:09057147) and Dr.A.Ramamurthy (DIN:00446203) Directors being relatives of Mr. Balaji Ramamurthy (DIN:09350272) are deemed interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6

Item No.7: Revision / Enhancement of Limits under Section 186 (read with Section 185) of the Companies Act, 2013 for Making Investments, Extending Loans and Giving Guarantees / Providing Securities in connection with Loans to Persons / Bodies Corporate

The Members of the Company had, at the Extra-Ordinary General Meeting held on 28th April, 2019, accorded their approval by way of a Special Resolution under Section 185(2) and Section 186 of the Act, authorising the Board of Directors to make investments, extend loans, and give guarantees/provide securities in connection with loans to persons or bodies corporate, aggregating up to ₹50.00 Crores (Rupees Fifty Crores only), over and above the limits prescribed under Section 186(2) of the Act.

The Company has been making investments and giving loans from time to time in other body corporate, including subsidiaries and associates, in compliance with the applicable provisions of the

Act. As on date, the Company has 2 Subsidiaries viz. Regenix Super Speciality Laboratories Private Limited and Regenix Bioscience Limited,

In view of the long-term business plans of the Company, its Subsidiaries and Associates, which require the Company to make sizeable loans/investments and issue guarantees/securities to persons or bodies corporate, from time to time, and having regard to the growth in the Company's business since the last approval which was obtained in 2019, prior approval of the Members is being sought for enhancing the said limit from ₹50.00 Crores to **₹150.00 Crores (Rupees One Hundred and Fifty Crores only)**, over and above the limits prescribed under Section 186(2) of the Act, valid for a period of five (5) years from the date of passing of this resolution.

The Company may be required to make loan(s) and/or give guarantee(s) and/or provide security(ies) in connection with any loan, if any (the "Loan") taken/to be taken by the aforesaid Subsidiaries and Associates. The Company will fund the same out of its internal accruals. The said Loan(s)/guarantee(s)/security(ies) shall be utilised by the said Subsidiaries and Associates for their principal business activities and matters connected and incidental thereto (the "Principal Business Activities").

The provisions of Section 186 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provide that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, where the giving of any loan or guarantee or providing of any security or the acquisition, as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above, and considering, inter alia, the long-term business plans of the Company, its Subsidiaries and Associates, which require the Company to make sizeable loans/investments and issue guarantees/securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limit to ₹150.00 Crores (Rupees One Hundred and Fifty Crores only). Hence, Directors recommend the Special Resolution as set out in the Notice of the ensuing AGM, notwithstanding the fact that the same exceeds the limits provided under Section 186 and all other applicable provisions of the Act, for Members' approval.

Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel

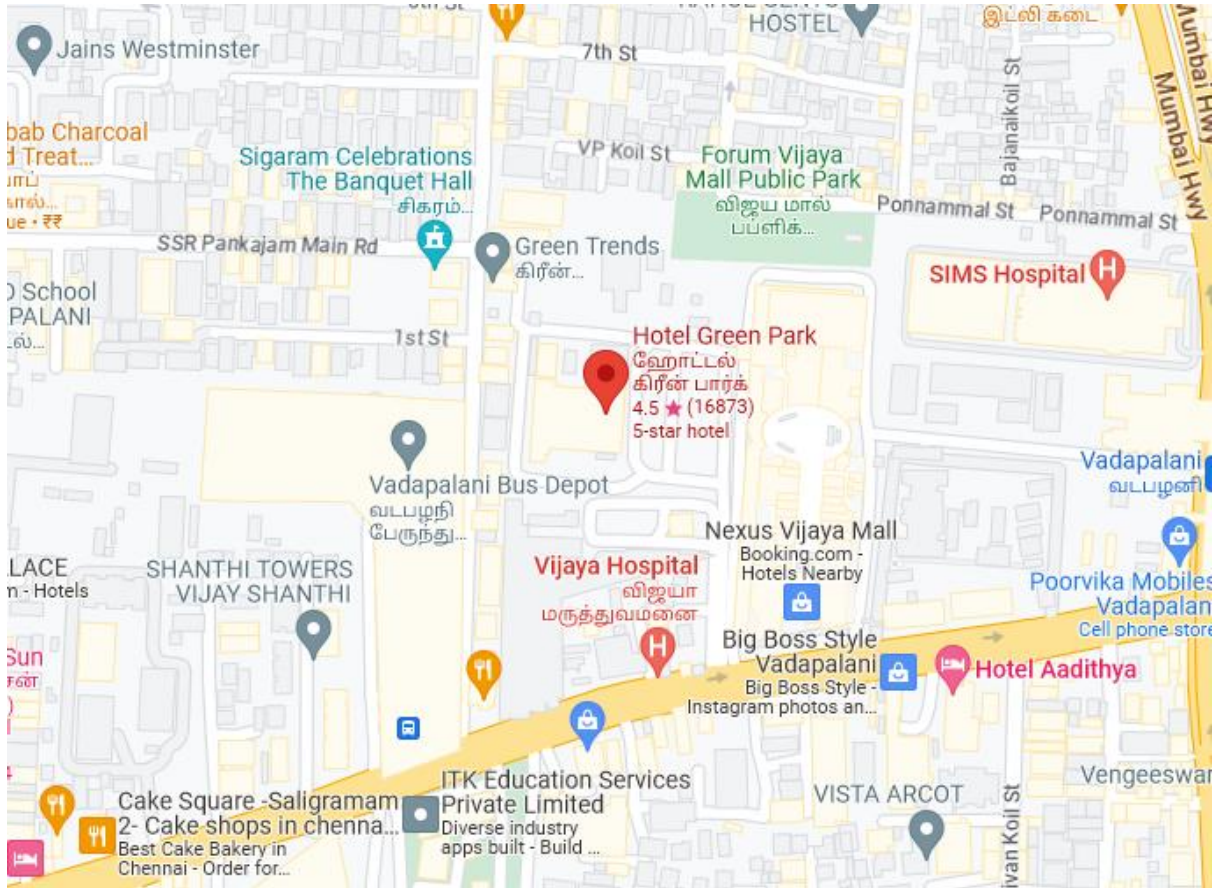
Except Dr. A. Ramamurthy and Mrs. Malathi Ramamurthy, being common Directors between the Subsidiaries, Associates and the Company, to the extent of their shareholding in the Company, if any, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

By Order of the Board of Directors of
REGENIX DRUGS LIMITED

Dr.A.Ramamurthy
Chairman & Managing Director
DIN: 00446203

Place: Chennai
Date: 25/08/2026

Route Map:



Annexure-A

Details of the Directors retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting, pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Dr. Gunasekaran Raju (DIN: 01951733), Mrs. Malathi Ramamurthy (DIN: 01965601), Dr.A.Ramamurthy (DIN:00446203), Mr. Balaji Ramamurthy (DIN:09350272) and Mr. Arvind Devanathan (DIN:02038256), including their profile and specific areas of expertise are given herein below

Name of Director	Mr. V.Govindarajan (DIN: 02159359)	Mr. Guhan Ramamurthy (DIN: 09057147)	Dr.A.Ramamurthy (DIN:00446203)	Mr. Balaji Ramamurthy (DIN:09350272)
Date of Birth	07/04/1954	28/06/1989	07/06/1955	25/02/1988
Age	72 years	37	71 years	38 years
Director Identification Number (DIN)	01951733	09057147	00446203	09350272
Designation/category of the Director	Director (Non- Executive & Non- Independent)	Director (Non- Executive & Non- Independent)	Managing Director	Whole Time Director
Date of the first appointment	20/03/2010	21/06/2021	30/06/2007	01/10/2022
Qualifications	B.E, Mechanical Engineering	MBBS, MD (Int. Med.), DM (Neurology), DrNB (Neurology), Fellow of European Board of Neurology, FSM-ISDA,Neurorehabilitation	MBBS,MD Internal Medicine	MBBS, MD
Profile, Experience and Expertise in specific functional areas	He is the founder of Arthi Scans from August 1988 to till date and underscores the profound impact that accessible and affordable healthcare services can have	1.Consultant Neurologist - B. G. Institute of Neurosciences, Tiruchendur, Tuticorin, Tamil Nadu, India 2.Convenor - Neurorehab	He has vast knowledge and 16 years clinical experience, as Consultant and Director of BG hospital. He has 13 years Corporate Management experience, initially as founder & Managing Director of	Mr.Balaji Ramamurthy (DIN:09350272), aged 34 years, a doctor by profession has more than 10 years of experience in the healthcare industry. Following graduation he has worked in

	on community health outcomes.	Subsection of Indian Academy of Neurology 3. Correspondent - Kanchi Sankara Vidyashram, Tiruchendur 4. Director - Regenix Drugs Ltd, Chennai	Grandix pharmaceutical Ltd & Grandix Laboratories Ltd, then President - Regenix group companies. He was appointed for 3 Years as Board Member of State Bank of India [Chennai circle]. He supervises the operational management of the Regenix group Companies. He has played a key role in growth and development of the Company. Considering his experience and expertise, the Board of Directors of the Company as recommended by the Nomination and Remuneration committee felt that the remuneration package offered to him is fair, reasonable and also in line with the remuneration package prevailing in the industry. Taking into consideration his qualifications and expertise in relevant fields, Dr.A.Ramamurthy (DIN: 00446203) is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.	various reputed institutions. He is also a prestigious member of the royal college of physicians, UK. He has about 2 years of experience both in the UK and in India regarding working in pharma related industries. During 2005 – 12: he Completed his MBBS from Sri Ramachandra Medical institute, 2012 – 15: Completed his MD in General medicine from Chettinad Research institute and in the year 2018 he was awarded the prestigious degree of MRCP by Royal college of physician's, UK, In the year 2019-20 Worked in UK as a medical registrar.
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Terms and conditions of appointment along with details of remuneration sought to be paid	In terms of Section 152(6) of the Companies Act, 2013, Mr. Govindarajan Venkatakrishna who was appointed as a Non-Executive Director at the Board Meeting held on March 20, 2010, is liable to retire by rotation and eligible for Reappointment.	In terms of Section 152(6) of the Companies Act, 2013, Dr. Guhan Ramamurthy who was appointed as a Non-Executive Director at the Board Meeting held on June 21, 2021, is liable to retire by rotation and eligible for Reappointment.	Dr.A.Ramamurthy(DIN: 00446203) who was appointed as an Managing Director of the Company by the Board of Directors w.e.f. 15 th April, 2021, Section 196 , 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”). The last paid remuneration is 13,72,994/- per month.	Mr.Balaji Ramamurthy (DIN:09350272)who was appointed as an Whole Time Director of the Company by the Board of Directors w.e.f. 01 st October, 2022, Section 196 , 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”). The last paid remuneration is Rs.3,41,550 /- per month.
Remuneration last drawn by such person, if Applicable.	Remuneration: NA Sitting Fee: 10,000/-	Remuneration: NA Sitting Fee: 10,000/-	Remuneration: Rs. 13,72,994/- per month Sitting Fee: NA	Remuneration: Rs.3,41,550 /- per month. Sitting Fee: NA
Directorships held in other companies	3	2	3	1
Memberships / Chairmanships of committees across all public companies as on date of this Notice	Nil	Member : Indian Academy of Neurology Member : European Academy of Neurology Member: Indian Federation of Neuro Rehabilitation Member: American Academy of Neurology Member : International Parkinson and Movement Disorder Society Member: Tamil Nadu Association of Neurologists	Nil	Nil
Attendance in Board Meetings held during 2025-26 and during the year	2025-26 : 7 During the year: Seven (07) out of (07)	2025-26 : 7 During the year: Seven (07) out of Seven (07)	2025-26 : 7 During the year: Seven (07) out of Seven (07)	2025-26 : 7 During the year: Seven (07) out of Seven (07)
Relationship with other Directors, Managers,	Nil	Apart from receiving sitting fee as stated above Dr. Guhan	Dr.A.Ramamurthy (DIN: 00446203), being an appointee, and	Mr. Balaji Ramamurthy (DIN: 09350272), being an appointee,

and other Key Managerial Personnel of the Company		Ramamurthy, is also a shareholder and related to Dr.A.Ramamurthy (DIN:00446203), Mrs.Malathi Ramamurthy (DIN:01965601) and Mr.Balaji Ramamurthy (DIN:09350272) Directors of the Company	Mr. Balaji Ramamurthy (DIN: 09350272), Mr. Guhan Ramamurthy (DIN:09057147) and Mrs. Malathi Ramamurthy (DIN:01965601) Directors being relatives of Dr.A.Ramamurthy (DIN:00446203).	and Mrs. Malathi Ramamurthy (DIN:01965601), Mr. Guhan Ramamurthy (DIN:09057147) and Dr.A.Ramamurthy (DIN:00446203) Directors being relatives of Mr. Balaji Ramamurthy (DIN:09350272)
Shareholding in the Company	200000	11385	9740821	22557

REGENIX DRUGS LIMITED

CIN – U24232TN2007PLC063446

Registered Office: Jamal Sonu Terrace, #42/1, Loganathan Nagar 1st Street, Choolaimedu, Chennai, 600094, Tamilnadu, India

Form No.MGT-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

19th Annual General Meeting

Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamilnadu, India

Name of the Member(s):	
Registered Address:	
E-mail ID:	
*Folio No.	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint

1	Name:	
	E-mail ID:	
	Address:	
	Signature:	or failing him/her
2	Name:	
	E-mail ID:	
	Address:	
	Signature:	or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Sunday, the 27th day of September, 2026, at 12.00 Noon at Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamilnadu, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026 and the Reports of the Board of Directors and Auditors thereon.			
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of the Auditors thereon.			
3	To appoint a Director in place of Mr. V.Govindarajan (DIN: 02159359) who retires by rotation and being eligible, offers himself for re-appointment.			
4	To appoint a Director in place of Mr. Guhan Ramamurthy (DIN: 09057147) who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business				
5	Variation of Terms of appointment of Dr.A.Ramamurthy (DIN:00446203) as Chairman & Managing Director of the Company:			
6	Variation of Terms of appointment of Mr. Balaji Ramamurthy (DIN:09350272) Whole-time Director of the Company			
7	Revision / Enhancement of Limits under Section 186 (read with Section 185) of the Companies Act, 2013 for Making Investments, Extending Loans and Giving Guarantees / Providing Securities in connection with Loans to Persons / Bodies Corporate			

Signed this _____ day of _____ 2026

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Attendance Slip

REGENIX DRUGS LIMITED
CIN – U24232TN2007PLC063446

Registered Office: Jamal Sonu Terrace, #42/1, Loganathan Nagar 1st Street, Choolaimedu,
Chennai, 600094, Tamilnadu, India

19th Annual General Meeting

Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamilnadu, India

Registered Folio no.

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Number of shares held

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 19th Annual General Meeting of the Company, to be held on Sunday, the 27th day of September, 2026, at 12.00 Noon at Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamilnadu, India

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note: Fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGMs