

Notice of Extra-Ordinary General Meeting (“EGM”)

NOTICE is hereby given that an Extraordinary General Meeting of the Shareholders of the Company will be held at a shorter notice on Monday, May 3, 2021 at 19:30 hours IST through Video Conference.

Agenda in respect of the matter to be considered at the meeting is as follows:

Special Business

Item 1: Amendment to the Offer documents dated March 22, 2021 for Preferential Allotment of Equity Shares on Private Placement Basis

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

“**RESOLVED THAT** in partial modification to the resolution passed on March 11, 2021, and pursuant to the provisions of Section 42 and Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions and rules framed under the Companies Act, 2013 and all other applicable laws, and in accordance with the provisions of the memorandum of association and articles of association of the Company, consent of the Members Company be and is hereby accorded to amend the Private Placement Offer dated March 22, 2021 ("**Offer Letter**"), the record of private placement in Form PAS-5 and other documents for the offer, issue and allotment of Equity Shares as per the Offer Letter (the "**Offer Documents**") only to the extent as set out hereunder:

#	Proposed Subscriber	No. of Equity Shares	Nominal Value per share (Rs.)	Premium Value per share (Rs.)	Total Consideration payable (Rs.)
1	TIMF Holdings	167,780 shares as against 111,854 shares approved earlier	10/-	9,780/-	1,64,25,66,200/-
2	Think India Opportunities Master Fund L.P.	55,927 shares as against 111,853 shares approved earlier	10/-	9,780/-	54,75,25,330/-
TOTAL		2,23,707	9,790/- (incl. premium)		2,19,00,91,530

Stelis Biopharma Private Limited

Regd. Office: Plot No. 293,
 Bommasandra Jigani Link Road, Jigani Industrial Area
 Anekal Taluk, Bengaluru – 560 015, India
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 CIN: U74140KA2007PTC043095

RESOLVED FURTHER THAT all other terms and conditions to the Offer Documents, in terms of the resolution dated March 11, 2021, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorized, on behalf of the Company to execute the necessary documents and enter into amendments to existing securities subscription agreements, amendment to the existing shareholders agreement, other agreements and do all acts, deeds, matters and things as deemed necessary, and incidental to give effect to this resolution.

RESOLVED FURTHER THAT any Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to certify a copy of the above resolutions and issue the same to all concerned parties.”

Date: May 3, 2021

Place: Bangalore

**For and on behalf of the Board of Directors
Stelis Biopharma Private Limited**

SD/-

**Paresh Gupta
CFO & Company Secretary**

NOTES:

1. The corporate members intending to appoint authorized representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorizing their representative(s) to attend and vote, on their behalf, at the EGM.
2. The Explanatory Statement pursuant to Section 102 of the Act read with applicable Rules thereto annexed hereto and form part of this notice.
3. The Meeting is convened at a shorter notice under the provisions of the Section 101 of the Companies Act, 2013
4. Members are requested to intimate the change in their address registered with the Company.
5. The details for holding EGM via videoconferencing is as under:

Join Zoom Meeting

<https://strides.zoom.us/j/99319274829?pwd=UTV0c3JIYTZ0d1UyOGt2LzMvQkZyQT09>

Meeting ID: 993 1927 4829

Password: 934913

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**EXPLANATORY STATEMENT
 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
 READ WITH RULES MADE THERETO**

In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice of the Extraordinary General Meeting of the shareholders of the Company.

Item 1: Amendment to the Offer documents dated March 22, 2021 for Preferential Allotment of Equity Shares on Private Placement Basis

Pursuant to the approval accorded by the members of the Company vide resolution passed at the EGM held on March 11, 2021, the Company had undertaken a preferential issue on a private placement basis on March 22, 2021 to various subscribers of:

- 633,837 Fully Paid Equity Shares of the Company of face value Rs. 10/- each at a premium of Rs. 9,780/- per share, and;
- 6,13,298 Equity Shares of the Company of face value Rs. 10/- each at a premium of Rs. 8,322/- per share all of which may be partly paid-up shares to the extent of 5% of the entire subscription amount at the time of allotment

As per the Offer Documents, the fully equity shares proposed to be issued to and subscribed by Think Investment entities are as under:

Think Investment Entities	Original Offer	Subscribed till date	Balance to be subscribed
TIMF Holdings ("TIMF")	111,854	55,927	55,927
Think India Opportunities Master Fund L.P. ("TIOMF")	111,853	55,927	55,926
Total	223,707	111,854	111,853

Members are informed that the Company has received a request from Think Investment entities that they would like to subscribe the balance 111,853 equity shares of the Company through TIMF.

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Post such subscription, the total holding of the Think Investment entities in the Company shall be 223,707 equity shares as under, which in line with the overall subscription Think Investment entities had agreed to subscribe for:

Think Investment entities	No. of shares	
TIMF	167,780	as against 111,854 shares approved earlier
TIOMF	55,927	as against 111,853 shares approved earlier
Total	223,707	

All other terms and conditions of the Offer Documents shall remain unchanged. Further, consequent to this amendment, there would not be any change in shareholding pattern or board positions in the Company vis-a-vis the other shareholders.

Approval of the Members is sought to consider and if deemed fit, approve the proposed amendment to the Offer documents for Preferential Allotment of Equity Shares on Private Placement Basis.

The Board of Directors of the Company believe that the proposed amendment to the offer does not have any adverse implications on the shareholding or business of the Company and therefore recommends passing of Special Resolution as set out Item No. 1 for your approval.

None of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company.

Date: May 3, 2021

Place: Bangalore

For and on behalf of the Board of Directors

Stelis Biopharma Private Limited

SD/-

Paresh Gupta

CFO & Company Secretary

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