

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF AMBEY LABORATORIES LIMITED (“THE COMPANY”) WILL BE HELD ON SATURDAY, 26TH DAY OF JULY, 2025 AT 03:00 PM THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM NO 1: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force, the consent of the member of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from INR 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten Only) each to INR 37,00,00,000/- (Rupees Thirty-Seven Crores only) divided into 3,70,00,000 (Three Crores Seventy Lakhs only) Equity shares of Rs. 10/- (Rupees Ten only) ranking Pari - passu in all respect with the existing Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause V as under:

V. The Authorised Share Capital of the Company is INR 37,00,00,000/- (Rupees Thirty-Seven Crores only) divided into 3,70,00,000 (Three Crores Seventy Lakhs only) Equity Shares of Rs. 10/- (Indian Rupees Ten only) each.

“**RESOLVED FURTHER THAT** any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.

ITEM NO 2: AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of the Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with and the rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the member of the Company be and is hereby accorded to alter the existing Articles of Association (“AOA”) of the Company as under:

(i) To insert Article 6A, after the existing Article 6, as under:

“6A. Issue of warrants:

(a) Subject to Applicable Law, the Board (or a committee thereof duly authorized by the Board), may, subject to the consent of the shareholders of the Company in accordance with Applicable Law, issue and allot warrants convertible into equity shares of the Company on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, bodies corporate, banks, financial institutions, overseas corporate bodies, non-resident Indians or such other persons from time to time as it may deem fit.

(b) The Board (or a committee thereof duly authorized by the Board) shall be authorized to make provisions as to the allotment and issue of warrants and in particular may determine to whom the same shall be offered whether at par or at premium from time to time, subject to Applicable Law.

(c) Subject to Applicable Law, the Board (or a committee thereof duly authorized by the Board), may convert warrants into the equity shares at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the Applicable Law, either in single tranche or in one or more tranches or otherwise as per the discretion of the Board.

(d) The Board may from time to time subject to the terms on which any warrants convertible into equity shares may have been issued may call upon the warrants holders in respect of the balance amount unpaid on the warrants held by them respectively at the time of providing option for conversion of warrants into the equity shares of the Company and shall be payable at such fixed times by the warrant holder who shall pay the amount of the call made on them at time and places appointed by the Board”.

“RESOLVED FURTHER THAT subject to the approval of the shareholders at the General Meeting, any of Directors of the Company be and are hereby jointly and/ or severally authorized to take all such steps and actions for the purposes of making all such filings, compliances and registrations, as may be required under applicable law, in relation to the aforesaid amendment to the existing Articles of Association of the Company and further, to do all such acts, deeds, matters and things, as may be deemed necessary, expedient, desirable and incidental, to comply with the formalities, for the purpose of giving effect to this resolution, including filing of requisite e-forms, including MGT-14, along with such other documents, as may be required, with the Registrar of Companies under Section 14(2) of the Act and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolution.”

“RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director of the Company, be forwarded to the concerned authorities, whenever required and upon their request, for necessary action.”

ITEM NO 3: PREFERENTIAL ISSUE OF UP TO 1,08,69,565 (ONE CRORE EIGHT LAKH SIXTY-NINE THOUSAND FIVE HUNDRED SIXTY-FIVE) FULLY CONVERTIBLE WARRANTS ON A PRIVATE PLACEMENT BASIS TO THE PERSONS BELONGING TO “PROMOTER AND NON-PROMOTER, CATEGORY”

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 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “**Act**”), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India (“**SEBI**”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies 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 to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, by way of preferential allotment on private placement basis, up to **1,08,69,565 (One Crore Eight Lakh Sixty Nine Thousand Five Hundred Sixty Five) Fully Convertible Warrants (“Warrants”)**, to the persons belonging to “Promoter and Non-Promoter, Public Category”, at an issue price of **INR 46.00 (Rupees Forty Six Only)** per Warrant, which is more than floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, 2018 for an aggregate amount of up to **INR 49,99,99,990/- (Rupees Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Only)**, on such terms and conditions as detailed herein below, to the following persons (“Proposed Allottees”):

S. No	Name of the Proposed Investor	Pre-issue Share holding	Pre-Issue Shareholding percentage	No of Warrants to be allotted	Post-issue Share holding	Post-Issue Shareholding percentage
1	Archit Gupta	0	Nil	27,17,391	27,17,391	7.58
2	Arpit Gupta	0	Nil	27,17,391	27,17,391	7.58
3	Patel Charmi Nayanbhai	0	Nil	3,63,043	3,63,043	1.01
4	Reema Pratit Patel	0	Nil	3,63,043	3,63,043	1.01
5	Meena Nayan Patel	0	Nil	3,60,870	3,60,870	1.00
6	Equism Capital Pvt. Ltd.	0	Nil	8,69,565	8,69,565	2.42
7	Sumit Bilgaiyan	0	Nil	4,34,783	4,34,783	1.21
8	Tirulekha Bio Science Pvt. Ltd.	0	Nil	4,34,783	4,34,783	1.21
9	Ashok Bilgaiyan	0	Nil	4,34,783	4,34,783	1.21
10	Tacit Engineering Pvt. Ltd.	0	Nil	4,34,783	4,34,783	1.21
11	Afflunce Marketing & Distribution Pvt. Ltd.	0	Nil	6,52,174	6,52,174	1.82
12	Cleanux Green Solution Limited	0	Nil	4,34,783	4,34,783	1.21
13	Roly Kaushik	0	Nil	2,17,391	2,17,391	0.60
14	Urvashi Seth	0	Nil	2,17,391	2,17,391	0.60
15	Ketan Praveen Ranga	0	Nil	2,17,391	2,17,391	0.60

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be **Thursday, June 26, 2025**, being the date 30 days prior to the date of this meeting of Members i.e. **Saturday, July 26, 2025**.

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each (“Equity Shares”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari - passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions.

- Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants (“Warrant Exercise Period”).

- b) An amount equivalent to 25% of the issue price of Warrants shall be paid by Proposed Allottees on or prior to the date of allotment of Warrants.
- c) Balance amount i.e., 75% of the issue price of Warrants shall be paid against the conversion of Warrants at any time during Warrant Exercise Period.
- d) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- e) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.
- g) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- j) Upon exercise of the option to convert Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of Warrants is completed within 15 days from the date of such exercise by the Allottee of such Warrants. In the event the Warrant Holder(s) do not exercise Warrants within Warrant Exercise Period of 18 months from the date of allotment, Warrants shall lapse and the amount paid upfront shall stand forfeited by the Company.
- k) Warrants by themselves until converted into Equity Shares, do not give to Warrant Holder any voting rights in the Company in respect of such Warrants. However, Warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Executive Director and/or Key Managerial Personnel of the Company be and are hereby, severally, authorized on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approval, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the Warrants and allotment of Equity Shares upon conversion of Warrants, utilization of issue proceeds, signing of all the deeds and documents as may be required without being required to seek any further consent or approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any Key Managerial Personnel or any other officer(s) of the Company.”

**By Order of the Board
For AMBEY LABORATORIES LIMITED**

**Sd/-
SARINA GUPTA
Whole-time Director
DIN: 08787098**

**Date: 27-06-2025
Place: New Delhi**

IMPORTANT NOTES:

1. Pursuant to General Circular Nos.14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 20/2020 dated 5th May 2020, No. 02/2021 dated 13th January 2021, No. 21/2021 dated 14th December 2021 and No. 10/2022 dated 28th December 2022 respectively (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the provisions of Listing Regulations, 2015 the Extraordinary General Meeting (“EGM”) of the Company is being held through VC / OAVM which does not require physical presence of members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
2. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
3. Since this EGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members are requested to intimate about the change in address, if any.
5. As mandated by Securities and Exchange Board of India (“SEBI”), securities of the company can be transferred/traded only in dematerialized form. members holding shares in physical form are advised to avail the facility of dematerialization. Members can Contact the Company or Our RTA for Assistance.
6. Members may note that the copy of the Notice of EGM is also available on the website of the Company.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the **e-voting services** provided by **M/s. MUFG Intime India Private Limited (MLIPL)** on all resolutions set forth in this Notice.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including explanatory statement can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA – **M/s MUFG Intime India Private Limited (MLIPL)**, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 or email at enotices@in.mpms.muvg.com
9. Members who have not registered their e-mail IDs are requested to register their e-mail IDs with their respective Depository Participants (DPs). Alternatively, the members may also contact the R & T Agents at the email address enotices@in.mpms.muvg.com or the Company at the email address to register their e-mail address (es) or changes therein, if any, at the earliest, to receive the future communication. Members are requested to quote their Client ID number with DP ID on all correspondence with the Company as the case may be. International Securities Identification Number given to your Company is INE0M3I01029.
10. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
11. Notice of the Extra Ordinary General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
12. Electronic Copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email IDs are registered with the company/Depository participants for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies

of the notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

13. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.ambeylab.com for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at New Delhi for inspection during normal business hours on working days. Even after registering for a-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investordesks@ambeylab.com.
14. Corporate members intending to send their authorized representative(s) to attend and vote at the meeting pursuant to Section 13 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
15. M/s. Himani Aneja & Associates | Company Secretaries (Membership No 66211, COP 24986), (Place: RZ7A/29, Puran Nagar, Palam New Delhi – 110045 Near Palam Metro Station Gate No. 3) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The scrutinizer shall within a period of not exceeding Forty-Eight Hours from the conclusion of the e voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by the Chairman.
17. The SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on **Wednesday 23rd July, 2025 at 09:00 A.M. and ends on Friday 25th July, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 19th July, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 19th July, 2025.

How do I vote electronically using NSDL e-Voting system?

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

- **User ID:**
NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.
- **PAN:**
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- **DOB/DOI:**
Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- **Bank Account Number:**
Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

- d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name’ - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option *i.e.* Favour / Against, 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 evoting@nsdl.co.in or call at : 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.muvg.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:
 - **Demat Account No. or Folio No:**
Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – shall provide Folio Number.
 - **PAN:**
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - **Mobile No:** Enter your Mobile No.
 - **Email ID:** Enter your email Id as recorded with your DP/ Company.
- c) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

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

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) 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
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) 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’.
- f) 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. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175

**By Order of the Board
For AMBEY LABORATORIES LIMITED**

**Sd/-
SARINA GUPTA
Whole-time Director
DIN: 08787098**

**Date: 27-06-2025
Place: New Delhi**

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

ITEM NO. 1:

Presently, the Authorized Share Capital of the Company INR 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten Only) each. In order to facilitate the future requirements, of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from INR 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten Only) each to INR 37,00,00,000/- (Rupees Thirty Seven Crores only) divided into 3,70,00,000 (Three Crores Seventy Lakhs only) Equity shares of Rs. 10/- (Rupees Ten only) each ranking pari - passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of this Notice.

ITEM NO. 2:

The Board of Directors of the Company, at its meeting held on **Friday, June 27, 2025**, approved the issuance of warrants that will be converted into equity shares to be issued to the Promoters and Non-Promoters on a Preferential Basis. The proceeds of the said issue is intended to be spent on various areas such as for purchasing land, Building, plant and machinery of our own or through subsidiary (if any) and General corporate purpose.

In order to implement the Issue of Warrants, it is necessary to amend the Articles of Association (AOA) of the Company to include a specific provision that enables the Company to issue and allot Convertible Warrants to its Promoters and Non-Promoters on a preferential basis.

Pursuant to Section 14 of the Companies Act, 2013, any alteration to the Articles of Association requires the approval of the shareholders by way of a special resolution. Accordingly, the Board recommends the resolution as set out in Item No. 2 of the Notice for your approval as a special resolution.

The proposed alteration involves inserting of Article 6A in the following clause in the AOA:

(a) Subject to Applicable Law, the Board (or a committee thereof duly authorized by the Board), may, subject to the consent of the shareholders of the Company in accordance with Applicable Law, issue and allot warrants convertible into equity shares of the Company on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, bodies corporate, banks, financial institutions, overseas corporate bodies, non-resident Indians or such other persons from time to time as it may deem fit.

(b) The Board (or a committee thereof duly authorized by the Board) shall be authorized to make provisions as to the allotment and issue of warrants and in particular may determine to whom the same shall be offered whether at par or at premium from time to time, subject to Applicable Law.

(c) Subject to Applicable Law, the Board (or a committee thereof duly authorized by the Board), may convert warrants into the equity shares at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the Applicable Law, either in single tranche or in one or more tranches or otherwise as per the discretion of the Board.

(d) The Board may from time to time subject to the terms on which any warrants convertible into equity shares may have been issued may call upon the warrants holders in respect of the balance amount unpaid on the warrants held by them respectively at the time of providing option for conversion of warrants into the equity shares of the Company and shall be payable at such fixed times by the warrant holder who shall pay the amount of the call made on them at time and places appointed by the Board”.

A copy of the draft Articles of Association, incorporating the proposed amendment, is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting and will also be available at the meeting.

None of the Directors, Key Managerial Personnel (KMP), or their relatives, except to the extent of their eligibility to participate in the ESOS, are in any way concerned or interested in the resolution.

The Board recommends the resolution for your approval as a special resolution.

ITEM NO. 3:

The Company intends to raise funds from the Identified Proposed Allottees by issuance of the Warrants for the purpose of purchasing land, building, plant and machinery of our own or through subsidiary (if any) and General corporate purpose. Therefore, the Board, in its meeting held on **Friday, June 27, 2025**, has approved the proposal for issuance of the Warrants to the Proposed Allottees under the Preferential Issuer as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialized form.
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the ‘Relevant Date’ for the Warrant issue is determined to be **Thursday, June 26, 2025**.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of **INR 11.5/-which is equivalent to 25%** (twenty-five per cent) of the Warrant Issue Price shall be paid by the Proposed Allottees to the Company as upfront payment (“Warrant Subscription Price”).
- d. The Proposed Allottees shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of **INR 34.5/- being 75%** (Seventy five per cent) of the Warrant Issue Price (“Warrant Exercise Price”) in respect of each Warrant proposed to be converted by the Proposed Allottees.
- e. On receipt of such application from the Proposed Allottees, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Proposed Allottees.
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the proposed Allottees within the aforesaid period of **18 (eighteen) months**, the entitlement of the proposed Allottees to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited.

- g. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company including entitlement to voting powers and dividend.
- h. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("Listing Regulations"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India.

This resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

THE DISCLOSURE REQUIRED IN TERMS OF PROVISIONS OF RULE 13(2)(D) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014, RULE 14(1) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE PROVISIONS OF CHAPTER V OF THE SEBI ICDR REGULATIONS ARE AS FOLLOWS:

1. Particulars of the Offer including Date of passing of Board Resolution:

The Special Resolution in Item No. 3 of this Notice has been proposed pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 (the "Act"), to issue, offer and allot up to 1,08,69,565 (One Crore Eight Lakh Sixty Nine Thousand Five Hundred Sixty Five) Fully Convertible Warrants ("Warrants") carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, by way of preferential allotment on private placement basis, to the persons belonging to "Promoters and to Non Promoter, Public Category" ("Proposed Allottees"), for an aggregate amount of up to INR 49,99,99,990/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety Only), at an issue price of INR 46 (Rupees Forty Six Only) per Warrant, being a price more than the price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). The said proposal has been considered and approved by the Board in its meeting held on **Friday, June 27, 2025**. The preferential issue to Proposed Allottees is subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc.

2. Objects of the Preferential Issue

The Company intends to utilize the gross proceeds from this preferential issue towards the following objects:

1. Purchasing land, Building, plant and machinery of our own or through subsidiary (if any);
2. General Corporate Purposes;

(collectively, hereinafter referred to as the "Objects")

3. Utilization of Gross proceeds

The intended use of the gross proceeds of the preferential issue is as under: -

Sr. No.	Particulars	Total estimated amount to be utilized for each of the Objects	Tentative timelines for utilization of issue Proceeds from the date of receipt of fund
1.	For purchasing land, Building, plant and machinery.	Rs 45,00,00,000	Within 18 to 24 months
2.	General Corporate purpose	Rs 4,99,99,990	Within 18 to 24 months
	TOTAL	Rs 49,99,99,990	

**considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the

Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

4. Interim use of proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, we will ensure compliance with all applicable laws.

5. Monitoring of utilization of funds:

Since the proceeds from the Issue is not more than ₹ 100 Crores, in terms of Regulation 162A of Chapter V of ICDR Regulations, the Company doesn't to appoint Monitoring Agency to monitor the utilization of proceeds of the proposed preferential issue.

6. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, amount, maximum number of securities to be issued, manner of issue of securities, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board at its meeting held on **Friday, June 27, 2025** has subject to the approval of Members and such other approvals as may be required, approved the issuance and allotment of up to 1,08,69,565 (One Crore Eight Lakhs Sixty Nine Thousand Five Hundred Sixty Five) Fully Convertible Warrants ("Warrants") carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, to the persons belonging to **"Promoter and Non-Promoter, Public Category" ("Proposed Allottees")**, at an issue price of **INR 46.00 (Rupees Forty Six Only)** for cash by way of preferential allotment on private placement basis. Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of Warrants.

7. Relevant Date:

The 'relevant date' for the purpose of determination of the floor price for determining the minimum issue / exercise price of Warrants/issue Investor Equity Shares to be allotted on conversion of Warrants under the Preferential Issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Thursday, June 26, 2025 ("Relevant Date")**, being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

8. Basis on which the price has been arrived, justification for the price (including premium, if any):

The Equity Shares of the Company are listed on National Stock Exchange ("NSE").

i) In terms of ICDR Regulations and floor price at which the warrants can be issued is minimum INR 44.06 has been determined in accordance with ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination. **However, Board decided to issue at INR 46.00 (Rupees Forty-Six Only)**

ii) In case of the frequently traded shares, as per Regulation 164(1) of ICDR Regulations, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or **(INR44.06)**

b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher. (INR 41.77)**

In terms of the provisions of Regulation 164 of ICDR Regulations, **the minimum price** at which the warrants may be issued computes to **INR 44.06 (Rupees Forty-Four and Six Paise Only) each**. However, the Company

intends to issue such warrants at a price of INR 46 (Forty-Six Only) each.

c. Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares / Warrants issued on a preferential basis.

iii) As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price.

The price determined through valuation report of Shri Hitesh Jhamb, Registered valuer (Reg Number IBBI/RV/11/2019/12355) is INR 46/- (Rupees Forty-Six Only) per Equity Shares. The said report is available on the website of the Company at <https://ambeylab.com/investor-relations/>

Justification for Issue Price Higher than Floor Price

The Warrants proposed to be allotted on a preferential basis are being issued at a price of Rs. 46 per warrant (including premium), which is higher than the minimum price of Rs. 44.06 per share determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations, 2018.

The Board of Directors has approved the higher issue price after considering various factors, including prevailing market conditions, historical performance of the Company, potential for future growth, investor demand, and strategic benefits arising from the proposed allotment.

The proposed price has been mutually agreed upon with the investors and reflects their willingness to subscribe at a premium, indicating their confidence in the long-term prospects of the Company. This pricing strategy also seeks to ensure minimal dilution to existing shareholders while attracting committed capital to support the Company's business objectives.

Accordingly, the Board believes that the proposed issue price is fair and reasonable and in the best interest of the Company and its shareholders.

After considering the above, it was decided to issue the Warrants, to be allotted on a preferential basis to Proposed Allottees, at a price of INR 46.00 (Rupees Forty-Six Only) each.

9. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an amount aggregating up to **INR 49,99,99,990/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred and Ninety Only)** through this preferential issue.

10. Name and address of valuer who performed valuation:

Shri Hitesh Jhamb, 270A, First Floor, Patparganj, Mayur Vihar -I, New Delhi - 110091, Registered valuer (IBBI/RV/11/2019/12355).

11. Principal terms of assets charged as securities:

Not Applicable

12. Material terms of raising securities:

The same has been disclosed in the resolution.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

14. Valuation for consideration other than cash:

Not applicable as Preferential Issue is proposed to be made for cash consideration.

15. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Individuals which comprises of Non promoter category. The warrants are proposed to be issued and allotted to private investors comprising of Individuals, who shall hold the warrants in the Non-Promoters-Category.

The Warrants shall be issued and allotted to the Proposed Allottees as detailed herein below:

SR. NO.	NAME OF PROPOSED INVESTORS	CATEGORY	NO. OF WARRANTS TO BE ALLOTTED	AMOUNT TO BE PAID FOR WARRANTS (INR)
1.	Archit Gupta	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Promoters	27,17,391	12,49,99,986
2.	Arpit Gupta	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Promoters	27,17,391	12,49,99,986
3.	Patel Charmi Nayanbhai	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	3,63,043	1,66,99,978
4.	Reema Pratit Patel	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	3,63,043	1,66,99,978
5.	Meena Nayan Patel	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	3,60,870	1,66,00,020
6.	Equism Capital Pvt. Ltd.	Body Corporate holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	8,69,565	3,99,99,990
7.	Sumit Bilgaiyan	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	4,34,783	2,00,00,018
8.	Tirulekha Bio Science Pvt. Ltd.	Body Corporate holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	4,34,783	2,00,00,018
9.	Ashok Bilgaiyan	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	4,34,783	2,00,00,018
10.	Tacit Engineering Pvt. Ltd.	Body Corporate holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	4,34,783	2,00,00,018
11.	Afflunce Marketing & Distribution Pvt. Ltd.	Body Corporate holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	6,52,174	3,00,00,004
12.	Cleanux Green Solution Limited	Body Corporate holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	4,34,783	2,00,00,018
13.	Roly Kaushik	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	2,17,391	99,99,986
14.	Urvashi Seth	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	2,17,391	99,99,986
15.	Ketan Praveen Ranga	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	2,17,391	99,99,986
	Total		1,08,69,565	49,99,99,990

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of ICDR Regulations, preferential allotment of Warrants will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolution provided that where the issue and allotment of Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

17. Pre and Post issue Shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

<u>SR. NO.</u>	<u>CATEGORY</u>	<u>PRE-ISSUE</u>		<u>*POST ISSUE</u>	
		<u>NO. OF EQUITY SHARES</u>	<u>% OF SHAREHOLDING</u>	<u>NO. OF EQUITY SHARES</u>	<u>% OF SHAREHOLDING</u>
<u>A.</u>	<u>Promoter and Promoter Group Shareholders</u>				
1.	Indian				
a)	Individuals/HUF	1,74,89,420	70.11	2,29,24,202	64.00
b)	Bodies Corporate	0	0	0	0
c)	Others	0	0	0	0
	Sub-total (A1)	1,74,89,420	70.11	2,29,24,202	64.00
2.	Foreign	0	0	0	0
a)	Bodies Corporate	0	0	0	0
	Sub-Total(A2)	0	0	0	0
	Total Promoters and Promoters Group (A= A1+A2)	1,74,89,420	70.11	2,29,24,202	64.00
<u>B.</u>	<u>Non-Promoter/Public Shareholders</u>				
1	Institutions	0	0	0	0
2	Institutions (Domestic)	5,84,000	2.34	584000	1.63
3	Institutions (Foreign)	2,000	0.01	2000	0.01
4	Central Government/ State Government(s)/ President of India	-	0.00		0.00
5	Non-Institutions		0.00		
a)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	36,73,404	14.72	36,73,404	10.26
b)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	19,13,760	7.67	45,22,455	12.63
c)	Non-Resident Indians (NRIs)	70,000	0.28	70000	0.20
d)	Bodies Corporate	8,66,033	3.47	36,92,121	10.31
e)	Any Other (Specify)	3,48,202	1.40	3,48,202	0.97
	Total Non - Promoters/ Public Shareholders(B)	74,57,399	29.89	12892182	36.00
	Grand Total (A+B)	2,49,46,819	100	35816384	100

Notes:

- 1) The Pre-issue shareholding pattern is as on latest shareholding pattern filed with the Stock Exchanges i.e. March 31, 2025.
- 2) Post issue shareholding is calculated after assuming full conversion of 1,08,69,565 Warrants into equity proposed

to be issued of the Company.

3) Post shareholding structure may change depending upon any other corporate action in between.

4) *The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

18. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S. No	Name of the Proposed Investors	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre- Issue Shareholding		Post- issue Shareholding*	
				No. of Shares	%	No. of Shares	%
1	Archit Gupta	NA	12,49,99,986	0	0	27,17,391	7.59
2	Arpit Gupta	NA	12,49,99,986	0	0	27,17,391	7.59
3	Patel Charmi Nayanbhai	NA	1,66,99,978	0	0	3,63,043	1.01
4	Reema Pratit Patel	NA	1,66,99,978	0	0	3,63,043	1.01
5	Meena Nayan Patel	NA	1,66,00,020	0	0	3,60,870	1.00
6	Equism Capital Pvt. Ltd.	1.Parth Nadiyadra 2.Sumit Bilgaiyan	3,99,99,990	0	0	8,69,565	2.43
7	Sumit Bilgaiyan	NA	2,00,00,018	0	0	4,34,783	1.21
8	Tirulekha Bio Science Pvt. Ltd.	1. Ankur Jain 2. Shakti Singh	2,00,00,018	0	0	4,34,783	1.21
9	Ashok Bilgaiyan	NA	2,00,00,018	0	0	4,34,783	1.21
10	Tacit Engineering Pvt. Ltd.	1. Amit Gharlute 2. Rajesh Chapekar	2,00,00,018	0	0	4,34,783	1.21
11	Afflunce Marketing & Distribution Pvt. Ltd.	1.Priya Jalgaonkar 2.Suyog Nildawar	3,00,00,004	0	0	6,52,174	1.82
12	Cleanux Green Solution Limited	1. Abhay Gautam 2. Sumit Bilgaiyan 3. Vishal Maheshwari	2,00,00,018	0	0	4,34,783	1.21
13	Roly Kaushik	NA	99,99,986	0	0	2,17,391	0.61
14	Urvashi Seth	NA	99,99,986	0	0	2,17,391	0.61
15	Ketan Praveen Ranga	NA	99,99,986	0	0	2,17,391	0.61

19. Current and proposed status of the allottee(s) post the preferential issues namely, non-promoter:

The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

20. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

Two Allottees belongs to **Promoter Group** and the rest Thirteen Allottees belong to **Non-Promoter and Public**

Category are subscribing to Warrants in the proposed issue.

21. Change in control, if any, in the Company consequent to the preferential issue:

Proposed Allottees are promoter & Non - promoter/Public Category, which results will be no change in the control or management of the Company.

22. The 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:

During the Financial Year, the Company has not made any allotment on preferential basis till date.

23. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

24. Lock-in period:

a) The Warrants and Equity Shares to be allotted upon conversion of Warrants shall be subject to lock-in in accordance with Chapter V of ICDR Regulations.

b) The entire pre-preferential allotment shareholding, if any, of Proposed Allottees, shall be locked-in as per Chapter V of ICDR Regulations.

25. Listing:

Post conversion of Warrants into Equity Shares to the Identified Proposed Allottees shall be listed and shall be admitted for trading on the SME Board of Stock Exchanges NSE, subject to requisite approval from the Stock Exchange.

26. Certificate from Practicing Company Secretary:

A certificate from **M/s Amit Saxena & Associates, Practicing Company Secretary**, certifying that the proposed preferential issue of Warrants to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The said certificate will be available for inspection by Members at the Company's website <https://ambeylab.com/investor-relations/>

27. Undertakings:

i) The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

ii) None of the Company, its Promoters or Directors are categorized as Wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

iii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iv) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

v) The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

vi) Each of Identified Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

The approval of the members is being sought to enable the Board to issue and allot the Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

In terms of Sections 23, 42 and 62 of the Act, approval of Members by way of Special Resolution is required for the resolution as set out in Item No. 4 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 4 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their respective shareholding in the Company, if any.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board
For AMBEY LABORATORIES LIMITED**

**Sd/-
SARINA GUPTA
Whole-time Director
DIN: 08787098**

**Date: 27-06-2025
Place: New Delhi**