

**NOTICE OF ADJOURNED THIRTY-THIRD ANNUAL GENERAL MEETING TO BE HELD THROUGH VIDEO
CONFERENCING AT A SHORTER NOTICE**

Notice is hereby given that the adjourned thirty-third annual general meeting of the members of **SOMERSET THERAPEUTICS LIMITED** (formerly known as *Wintac Limited*) (the "**Company**") is fixed to be held at shorter notice through video conferencing on Tuesday, December 26, 2023 at 05.15 P.M. IST at 54/1, Boodihal Village, Nelamangala Taluk, Bangalore District, Karnataka - 562 123 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Arshad Shamoan Kagalwalla (DIN 08858893) who retires by rotation and being eligible offers himself for re-appointment.

By Order of the Board of Directors
For **Somerset Therapeutics Limited**
(formerly known as *Wintac Limited*)



KRUPENDRA V.S.
CHIEF FINANCIAL OFFICER

Date: **December 25, 2023**

Place: **Bangalore**

To

1. All the Members
2. All the Directors
3. Statutory Auditor

Notes:

1. In view of the prevailing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular no. 20 / 2020 dated May 05, 2020 read with *inter alia* General Circular no. 10/2022 dated December 28, 2022 and General Circular no. 09/2023 dated September 25, 2023 has permitted convening of Annual General Meeting ("AGM") through Video Conferencing / Other Audio - Visual Means (VC/OAVM), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through video conferencing.
2. The Company had applied for consolidation of its equity shares with the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") and received the approval order dated September 08, 2023. Prior to consolidation of equity shares, the issued, subscribed and paid-up capital was INR 10,02,42,420 (Indian Rupees Ten Crore Two Lakh Forty Two Thousand Four Hundred Twenty) divided into 1,00,24,242 (one crore twenty four thousand two hundred forty two) equity shares of INR 10 (Indian Rupees Ten) each.

3. By virtue of the order of the NCLT dated September 08, 2023, for consolidation of equity shares of the Company, the total Authorised Share Capital of the Petitioner Company is INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) divided into 240 (two hundred forty) Equity Shares of INR 10,00,000 (Indian Rupees Ten Lakh only) each and 10,00,000 Preference Shares of INR 10 (Indian Rupees Ten only) each. The paid-up equity share capital of the Company is INR 9,50,00,000 (Indian Rupees Nine Crore Fifty Lakh) divided into 95 (ninety-five) equity shares of INR 10,00,000 (Indian Rupees Ten Lakh) each.
4. Therefore, with effect from September 08, 2023, all 95 (ninety-five) equity shares of INR 10,00,000 (Indian Rupees Ten Lakh) each (comprising the total paid-up share capital of the Company), is held only by Veego Pharma LLC, the holding company.
5. However, much prior to the date of the order passed by the NCLT, the Company had issued notice and agenda on August 10, 2023 for Annual General Meeting to be originally held on September 26, 2023. By virtue of the order, since the number of shareholders of the Company had come down to one (1) being Veego Pharma, LLC, the Company obtained an order from the Registrar of Companies, Bangalore for extension of three (3) months for holding the AGM, in order to enable the Company to increase the number of members to the minimum statutory limit. Based on the extension order dated September 27, 2023 from Registrar of Companies, Bangalore, the Company adjourned the AGM to be originally held on September 26, 2023 *vide* paper publications in Eesanje (Kannada) on September 22, 2023 and in Indian Express (English) on September 23, 2023 and the Company has placed the notification of adjournment on its website on September 23, 2023.
6. In this regard, Veego Pharma LLC has transferred registered ownership one share to each of its 6 (six) nominee shareholders, to enable them to become members of the Company for compliance in accordance with Section 3(1)(a) of the Companies Act, 2013.
7. A member entitled to attend and vote at a physical meeting is entitled to appoint a proxy to attend and vote instead of himself on a poll and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice.
8. Corporate members shall appoint their authorised representative(s) to attend the AGM through video conferencing and are requested to send to the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
9. Statutory registers and any other relevant documents referred to in this Notice and the Explanatory Statement shall be made available to each of the members of the Company through e-mail before the date of the AGM and shall also be kept available (as scan copy) during the date of the AGM.
10. The Chairman of the AGM may conduct a vote by show of hands, unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Companies Act, 2013. Where a poll on any item is required, the members shall cast their votes on the

resolutions only by sending e-mails to the email ID: krupendra.vs@somersetlimited.com through their email addresses which are registered with the Company.

11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Instructions for Members for attending the AGM through Video Conferencing are as under:
 - a. Members will be able to attend the AGM through Video Conferencing through the invite e-mail from the Company's mail ID krupendra.vs@somersetlimited.com to the e-mail ID of the members, available with the Company.
 - b. The invite e-mail shall be sent by the Company, a day prior to the date of AGM / date of AGM and members may join the meeting by clicking the link.
 - c. The link to join / attend the AGM through VC / OAVM and other relevant information will be circulated on the day prior to the date of the meeting or on the date of meeting, well before the time of commencement of the meeting.
 - d. The facility of joining the AGM through Video Conferencing shall open 15 (fifteen) minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 (fifteen) minutes after the scheduled time and also will be available for Members on first come first served basis.
 - e. Members who need assistance before or during the AGM, can contact Mr. Krupendra V. S., Chief Financial Officer at +91 - 99862 00062 or through the mail ID: krupendra.vs@somersetlimited.com.
 - f. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name through email at krupendra.vs@somersetlimited.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
13. The statutory registers and other relevant documents as referred to in this Notice shall be made available to each of the members of the Company through e-mail before the date of Annual General Meeting of the Company.
14. The route map of the venue of the meeting, attendance slip and proxy form are not provided for this meeting since it is convened through video conferencing / other audio-visual means and in terms of General Circular no. 09/2023 dated September 25, 2023.
15. The shareholders are requested to provide their consent to convene the Annual General Meeting of the Company at a shorter notice in writing or by sending an email to krupendra.vs@somersetlimited.com.

By Order of the Board of Directors
For **Somerset Therapeutics Limited**
(formerly known as Wintac Limited)



KRUPENDRA V.S.
CHIEF FINANCIAL OFFICER

Date: **December 25, 2023**
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