

Hamps Bio Ltd.

(Previously Known as Hamps Bio Pvt Ltd)

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S HAMPS BIO LIMITED WILL BE HELD ON MONDAY, AT 3RD FEBRUARY, 2025, AT 04:00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT SHOP NO 120-121-122 01ST FLOOR, ROYAL PLATINUM, PALANPUR CANAL ROAD, ADAJAN DN, SURAT, SURAT CITY, GUJARAT, INDIA, 395009.

TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. APPROVE RELATED PARTY TRANSACTIONS,

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with the following entities:

The name of the related party and nature of relationship	Nature of Transaction	Value of the proposed transaction for FY 2024-25
HSDL Innovative Private Limited Common Director	Purchase/Sale of Goods /Jobwork	90,00,000
V4U Healthcare Private Limited Common Director	Sales of Goods/Rent	25,00,000
Adinath Medicine Promoter's Proprietorship Firm	Sales of Goods/Raw materials	37,00,000
Mahavir Medicine Promoter's Proprietorship Firm	Sales of Goods /Raw materials	15,00,000

CIN No. : U24233GJ2007PLC049692(2006-2007)

Factory : 2900/112, G.I.D.C. Industrial Estate, Nr. Atul Ltd., Ankleshwar-393002

Office : 120,121,122, 1st Floor, Royal Platinum, Palanpur Canal Road, Surat-395009 Mo. 8000001113, 8000006663

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Herrick Mountbaton Shah Managing Director, Chairman & Promoter	Director's Remuneration/ Loan	30,00,000
Shrenikkumar Mountbaton Shah Whole-time Director, & Promoter	Director's Remuneration/Loan	14,00,000
Mitali Shrenikkumar Shah CFO & Promoter	Remuneration/Rent	11,00,000
Komal Jain Company Secretary	Remuneration	8,00,000
Total		2,30,00,000

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

By the order of the Board of Directors
For Hamps Bio Limited

Sd/-
HERRIK MOUNTBATON SHAH
Managing Director & Chairman
DIN: 01052316

Date: 08th January, 2025
Place: Surat

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NOTES:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 ("Act") relating to Item No.1 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
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 proxy for any other person or shareholders.
3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17 / 2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://hampsbio.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com.
5. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
7. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on January 08, 2025.
8. Members may kindly take note for "Green Initiative in the Corporate Governance" in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address hamps.bio@gmail.com quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
9. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.

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10. Members / Proxies are requested to bring their Attendance Slip for attending the meeting.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Extra Ordinary General Meeting will be available on Company's website <https://hampsbio.com/> for their download.
13. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
14. For any assistance or information about shares etc. members may contact the Company.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS Pursuant to Section 102 of the Companies Act, 2013 ("the Act"):

ITEM NO: 1

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as Company proposes to enter into certain business transactions with related parties as mentioned below for Financial Year 2024-2025 and as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f April 01, 2022 i.e. 10% of the annual consolidated turnover, prior approval of the members is required.

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Details to be placed before Members (Previously known as Hamps Bio Pvt Ltd)

The name of the related party	HSDL Innovative Private Limited	V4U Healthcare Private Limited	Adinath Medicine	Mahavir Medicine	Herrick Mountbaton Shah	Shrenikkumar Mountbaton Shah	Mitali Shrenikkumar Shah	Komal Jain
Names of the directors or Key managerial Personnel who is related, if any	Herrick Mountbaton Shah	Herrick Mountbaton Shah Shrenikkumar Mountbaton Shah	Herrick Mountbaton Shah	Herrick Mountbaton Shah	Managing Director, Chairman & Promoter	Whole-time Director, & Promoter	CFO & Promoter	Company Secretary
nature of relationship	Common Directors	Common Directors	Promoter's Proprietorship Firm	Promoter's Proprietorship Firm	Managing Director, Chairman & Promoter	Whole-time Director, & Promoter	CFO & Promoter	Company Secretary
The nature, material terms and particulars of contract or arrangement	Purchase/Sale of Goods /Job work for FY 2024-25	Sales of Goods/Rent received for FY 2024-25	Sales of Goods/Raw materials for FY 2024-25	Sales of Goods/Raw materials for FY 2024-25	Director's Remuneration/ Loan for FY 2024-25	Director's Remuneration/ Loan for FY 2024-25	Director's Remuneration/ Rent for FY 2024-25	Remuneration for FY 2024-25
Value of proposed transaction	90,00,000/-	25,00,000/-	37,00,000/-	15,00,000/-	30,00,000/-	14,00,000/-	11,00,000/0/-	8,00,000/0/-

Based on the recommendations of the Audit Committee, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 1 of the Notice relating, to approval of Material Related Party Transaction(s) between the above-mentioned related parties.

Mr. Herrik Mountbaton Shah, the Director & promoter, Mr. Shrenikkumar Mountbaton Shah being the Director & promoter and Mitali Shrenikkumar Shah, KMP& promoter of the Company is deemed to be interested in the resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 1 of the Notice, whether the entity is a Related Party to the particular transaction or not.

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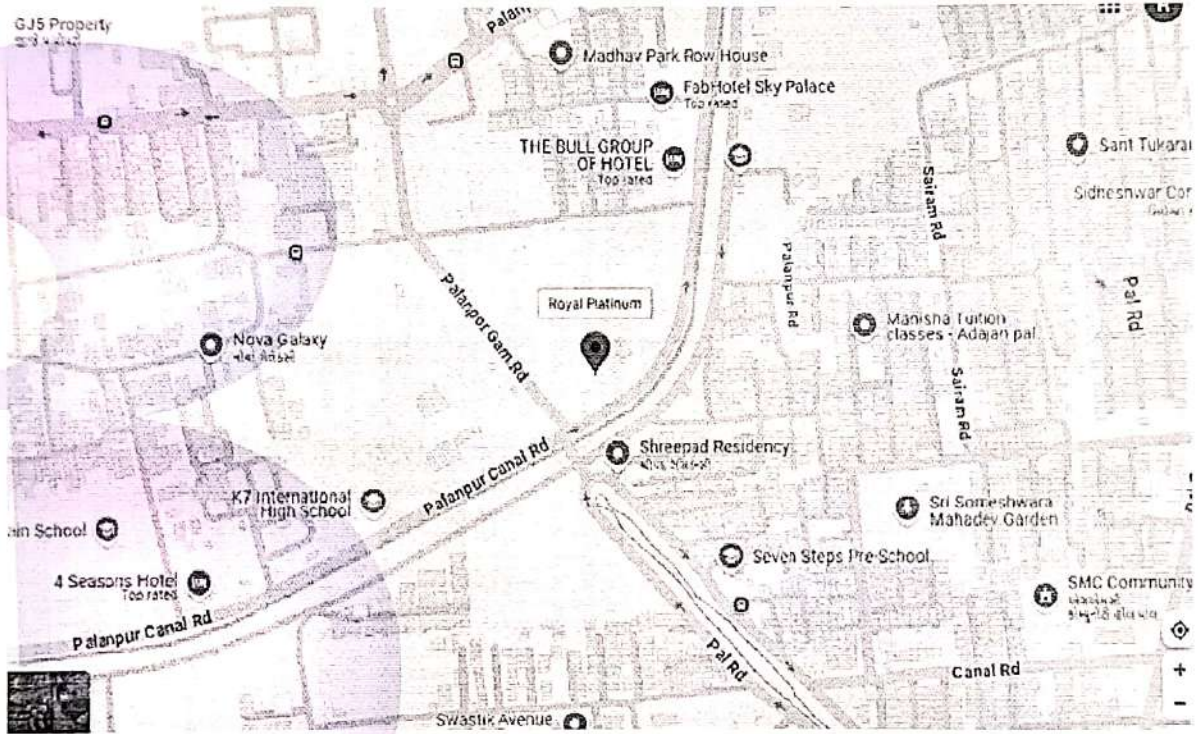
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ROUTE MAP (VENUE OF EXTRA ORDINARY GENERAL MEETING):
Address: SHOP NO 120-121-122 01ST FLOOR, ROYAL PLATINUM, PALANPUR CANAL ROAD, ADAJAN DN, SURAT, SURAT CITY, GUJARAT, INDIA, 395009



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ATTENDANCE SLIP
Extra Ordinary General Meeting on Monday, 3rd February, 2025 at 04:00 P.M

Registered Folio No./ DP ID/Client ID	
No. of Shares	
Name and address of the Member(s) Joint Holder 1 Joint Holder 2	

Serial No. 1

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Monday, 3rd February, 2025 at Shop No 120-121-122 01st Floor, Royal Platinum, Palanpur Canal Road, Adajan Dn, Surat, Surat City, Gujarat, India, 395009

Member's/Proxy's name in Block Letters	Member's/Proxy's Signature

Please hand it over at the Attendance Verification Counter at the entrance of the meeting hall.

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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]

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No./Client ID No:	
DP ID No:	

I/We, being the member (s) of equity shares of the Hamps Bio Limited Limited, hereby appoint.

1.	Name			
	Address			
	E-mail ID		Signature:	
2.	Name			
	Address			
3.	Name			
	Address			
	E-mail ID		Signature:	

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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting, to be held on Monday, 3rd February, 2025 at corporate office situated at Shop No 120-121-122 01st Floor, Royal Platinum, Palanpur Canal Road, Adajan Dn, Surat, Surat City, Gujarat, India, 395009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolut ion No.	Description	*For	Against
1.	Approve related party transactions and to Consider and If Thought Fit to Pass, With or Without Modification(S), the Following Resolution as an Ordinary Resolution .		

Signed this ___ day of January 2025

Signature of Shareholder Signature of Proxy

Holder(s)

Affix Revenue
stamp here

Notes:

1. Please put (✓) or (x) in the box in the appropriate column against the respective resolutions. If you leave the For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems fit.
2. A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 a person can act as proxy on behalf of not more than 50 members and holding in aggregate not more than 10 % of the total share capital of the Company. Members holding more than 10% of the total share capital may appoint a single person as proxy, who shall not act as proxy for any other member.

This form of Proxy to be effective should be deposited at the registered office of the Company not later than 48 hours before the commencement of the EOGM.

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