



BANDARAM

To,

Date: 27.06.2025

BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400001

Sub: Submission of Notice for the Extra- Ordinary General Meeting of the Company

Unit: Bandaram Pharma Packtech Limited (Scrip code: 524602)

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice for the 1st Extra-Ordinary General Meeting of the Company for the Financial Year 2025-26 scheduled to be held on Monday, 21.07.2025 at 11.00 A.M. through Video Conference / Other Audio-Visual Means (VC/OAVM) facility.

Further, 14.07.2025 is fixed as the cut-off date for e-voting in connection with the Extra-Ordinary General Meeting of the Company.

This is for the information and records of the Exchange, please.

Thanking you.

Yours sincerely,
For Bandaram Pharma Packtech Limited

B. Deepak Reddy
Chairman and Managing Director
DIN: 07074102

Encl. as above

Web: www.bandaram.com

BANDARAM PHARMA PACKTECH LIMITED

CIN:L93090KA1993PLC159827

Oxford towers, Unit No. 601, 5th Floor, Old Airport Road, Kodihalli, Bangalore-560008

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NOTICE

Notice is hereby given that the 1st Extra-Ordinary General Meeting for the Financial Year 2025-26 of the Members of **Bandaram Pharma Packtech Limited** will be held on Monday, 21.07.2025 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

1. TO INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for the increase in the authorized share capital of the company from Rs.12,00,00,000/- (Rupees Twelve crores only) divided into 1,20,00,000 (One crore and twenty lakhs) equity shares of Rs. 10/- each to Rs. 19,00,00,000/- (Rupees Nineteen crores only) divided into 1,90,00,000 (One Crore Ninety Lakhs) equity shares of Rs. 10/- each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:

"V. The Authorised share capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen crores only) divided into 1,90,00,000 (One Crore Ninety Lakhs) equity shares of Rs. 10/- each."

-"RESOLVED FURTHER THAT Mr. Deepak Reddy B, Chairman and Managing Director of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard."

2. TO APPROVE ONE TIME MATERIAL RELATED PARTY TRANSACTION I.E., ACQUISITION OF CRAFTSMART PRODUCTS PRIVATE LIMITED BY WAY OF SWAPPING OF SHARES:

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

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the



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Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 together with the rules made there under and pursuant to the prior approval and recommendations of the Company's Audit Committee and Board of Directors in their meetings held on 20.06.2025, consent of the members be and is hereby accorded to the Company to enter into material related party transaction i.e., to acquire 74,64,900 Equity Shares of Rs.10/- each constituting 84.21% (approx..) stake from the shareholders of Craftsmart Products Private Limited and allot upto 59,71,920 equity shares in the company, based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board as detailed in explanatory statement.

“RESOLVED FURTHER THAT Mr. Deepak Reddy B, Chairman and Managing Director of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard.”

3. ISSUE OF UPTO 59,71,920 EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS AND NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH ON SWAP BASIS:

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

“RESOLVED THAT in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company and pursuant to the provisions of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (**“SEBI”**) and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (**“BSE”**) and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"The Board"**) which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot up to **59,71,920 Equity Shares of Rs. 10/- each at an issue**



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price of Rs. 20/- per share (including a premium of Rs.10/- per share) aggregating upto Rs. 11,94,38,400/- (Rupees Eleven Crores Ninety-Four Lakhs Thirty-Eight Thousand and Four Hundred Only), for consideration other than cash towards consideration payable for acquisition of 74,64,900 Equity Shares of Rs.10/- each constituting 84.21% (approx.) stake in the paid-up equity capital of Craftsmart Products Private Limited, to the below mentioned allottees, being the selling shareholders of Craftsmart Products Private Limited on swap basis in the ratio of 5:4 (i.e., for every 5 Equity shares of Rs. 10/- each held in Craftsmart Products Private Limited, 4 Equity shares of Rs. 10/- each of Bandaram Pharma Packtech Limited will be issued) based on the Valuation Report for both the companies obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.”

S. No.	Name of the proposed Allottees	No. of Equity Shares proposed to be issued
A	Promoter Category	
1.	Deepak Reddy B	16,07,996
2.	Prajitha Bandaram (wife of Mr. Deepak Reddy B, Promoter Chairman and Managing Director)	4,86,488
3.	Satyavathi Bandaram	80,000
4.	B Premsai Reddy	80,000
	Total (A)	22,54,484
B	Public Category (Non-Promoter Category)	
5.	Kolli Suryateja Reddy	3,34,240
6.	Nannapaneni Anuradha	2,40,000
7.	Lakshmi Pilla	2,40,000
8.	Sahithi Kolli	2,39,996
9.	Sanivarapu Akhil Reddy	2,24,000
10.	Vivek Surana	2,08,000
11.	Goturi Raghunadha Reddy	2,00,000
12.	Sirigineedi Sashank	1,80,000
13.	Akella Raghavendra Satwik	1,20,000
14.	Cheruvu Belagal Siddharth	1,20,000



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15.	Ganapathi Raju Thotakuru	1,20,000
16.	Eswar Reddy Kadireddy	1,20,000
17.	Jillela Goverdhan Reddy	1,20,000
18.	Kodi Swarna	1,20,000
19.	SravaniTangala	1,20,000
20.	Tanniru Swamy Naidu	1,20,000
21.	Anupa V Sajjanar	80,000
22.	Devireddy Chaitanya	80,000
23.	Kamalapally Rajvardhan Reddy	80,000
24.	N Venugopal Reddy	80,000
25.	SolipuramNihalini Reddy	80,000
26.	Donthi Reddy Sujitha	80,000
27.	PrateekVijayvargiya	75,200
28.	Jayshree H Mehta	40,000
29.	Kanvar Aadesh Singh	40,000
30.	Kanvar Meeta Singh	40,000
31.	Ram Babu Papa Raju	40,000
32.	Trevor Johnson Carvalho	40,000
33.	Ajay Kumar Vemulapati	40,000
34.	Padma Priya Vemulapatti	40,000
35.	V Pranav Kumar	40,000
36.	Atish Gupta	8,000



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37.	Karthik K	8,000
	Total (B)	37,17,436
	Total (A+B)	59,71,920

“**RESOLVED FURTHER THAT** the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018. The “relevant date” is 20.06.2025 (since 21.06.2025 is a non-trading day) i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange.”

“**RESOLVED FURTHER THAT** the Equity Shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“**RESOLVED FURTHER THAT** the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”

“**RESOLVED FURTHER THAT** the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.”

“**RESOLVED FURTHER THAT** the Company shall apply for listing and trading of the equity shares with the Stock Exchange and make an application to the Depositories for admission of the said new equity shares.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



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4. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH VSR PAPER AND PACKAGING LIMITED, SUBSIDIARY COMPANY:

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

“RESOLVED THAT pursuant to the Section 188 (1), (3) and applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned below with M/s. VSR Paper and Packaging Limited, a Subsidiary of the Company.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. in Crores)
Sales/Purchase	Subsidiary Company	20.00

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

5. TO APPROVE THE ONE TIME MATERIAL RELATED PARTY TRANSACTION WITH VSR PAPER AND PACKAGING LIMITED, SUBSIDIARY COMPANY:

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

“RESOLVED THAT pursuant to the Section 188 (1), (3) and applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or



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otherwise) as mentioned below with M/s. VSR Paper and Packaging Limited, a Subsidiary of the Company.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. in Crores)
Corporate Guarantee	Subsidiary Company	25.00

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

6. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH CRAFTSMART PRODUCTS PRIVATE LIMITED:

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

“RESOLVED THAT pursuant to the Section 188 (1), (3) and applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders in General Meeting be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned below, with **M/s. Craftsmart Products Private Limited**, a related party of the Company and proposed wholly owned subsidiary.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. In Crores)
Sales/Purchases	Mr. Deepak Reddy B, Promoter and Managing Director, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, promoters and Directors of the Company are the shareholders of the Craftsmart, Related Party. Further, Mrs. Prajitha Bandaram, wife of Mr. Deepak Reddy B is also the shareholder of Related Party. Further, Bandaram Pharma Packtech Limited is the shareholder of the Related Party.	15.00



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“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

7. TO APPROVE ONE TIME MATERIAL RELATED PARTY TRANSACTION WITH CRAFTSMART PRODUCTS PRIVATE LIMITED:

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

“RESOLVED THAT pursuant to the Section 188 (1), (3) and applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders in General Meeting be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned below, with **Craftsmart Products Private Limited**, a related party of the Company.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. In Crores)
Corporate Guarantee	Mr. Deepak Reddy B, Promoter and Managing Director, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, promoters and Directors of the Company are the shareholders of the Craftsmart, Related Party. Further, Mrs. Prajitha Bandaram, wife of Mr. Deepak Reddy B is also the shareholder of Related Party. Further, Bandaram Pharma Packtech Limited is the shareholder of the Related Party.	5.00

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter



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and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

8. APPOINTMENT OF MRS. MOUNIKA PAMMI (DIN: 11111376) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Mounika Pammi (DIN: 11111376), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and who was appointed as an Additional Director (Independent category) of the Company pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of her appointment, whichever is earlier, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years effective from 20.06.2025 to 19.06.2030 (both dates inclusive).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

**For and on behalf of the Board of Directors
Bandaram Pharma Packtech Limited**

**Place: Bengaluru
Date: 20.06.2025**

**Deepak Reddy B
Chairman and Managing Director
(DIN: 07074102)**



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

ITEM NO. 1: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to accommodate the shares to be allotted on preferential basis and keeping in view of company's future business requirements, the Board of Directors at their meeting held on 20.06.2025 has decided to increase the existing Authorized Share Capital of the company from Rs. 12,00,00,000/- (Rupees Twelve crores only) divided into 1,20,00,000 (One Crore and Twenty Lakhs) equity shares of Rs. 10/- each to Rs. 19,00,00,000/- (Rupees Nineteen crores only) divided into 1,90,00,000 (One Crore Ninety Lakhs) equity shares of Rs. 10/- each.

The aforesaid increase in the Authorized Share Capital of the company requires the amendment of the Capital Clause of the Memorandum of Association.

The Board recommends the Ordinary Resolution as set out at Item No.1 of the Notice for approval of the shareholders for increase in the authorised share capital of the company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, directly or indirectly, in the above resolution.

ITEM NO. 2: TO APPROVE ONE TIME MATERIAL RELATED PARTY TRANSACTION I.E., ACQUISITION OF CRAFTSMART PRODUCTS PRIVATE LIMITED:

The Company has acquired 14,00,000 equity shares of M/s. Craftsmart Products Private Limited in the year 2023. The paid share capital of the said company is Rs. 8,86,49,000 consisting of 88,64,900 of Rs. 10.00 each. Now, the Company wants to swap the remaining shares of 74,64,900 from the existing shareholders and necessary board resolutions are passed by the both companies and recommended the same for the approval of the shareholders in the coming Extra Ordinary General Meeting.

Your Company proposes to enter into transaction with the entity/ persons, as mentioned in the resolution, which is falling under the definition of "related party" as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) ("SEBI Listing Regulations").

Pursuant to Regulation 23(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015("SEBI LODR"), all material related party transactions shall require prior approval of the shareholders through Resolution and pursuant to Reg. 23 (1) of SEBI LODR, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, *exceeds Rupees*



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one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The proposed Related Party Transaction with Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy Promoter and Directors and Mrs. Prajitha Bandaram exceeds the prescribed threshold limits as said above and hence requires prior approval of the Shareholders.

The Company hereby proposes to seek shareholders' approval for the said transaction by way of an Ordinary Resolution under Regulation 23 of SEBI(LODR) Listing Regulations, to enable the Company to enter into Related Party Transactions in one or more tranches.

Pursuant Sec 186 of the Companies Act, 2013 the proposed investment in / acquisition of 84.21 % (approx.) stake constituting 74,64,900 Equity Shares of Rs. 10/- each in Craftsmart Products Private Limited by way of swapping of 74,64,900 Equity Shares of Craftsmart Products Private Limited is approved by the Audit Committee and also by the Board of Directors and post-Acquisition, Craftsmart Products Private Limited will become wholly owned subsidiary of the Company.

Mr. Deepak Reddy B, Promoter and Managing Director, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, promoters and Directors of the Company are the shareholders of the Craftsmart, Related Party. Further, Mrs. Prajitha Bandaram, wife of Mr. Deepak Reddy B is also the shareholder of Related Party. Further, Bandaram Pharma Packtech Limited is the shareholder of the Related Party.

Therefore, approval from the shareholders is sought in terms Regulation 23 of SEBI (LODR) Regulations, 2015. The details of proposed transaction are explained below:

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management	Comments of Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	Craftsmart Products Private Limited	Nil
2.	Country of incorporation of the related party	India	Nil
3.	Nature of business of the related party	Paper Packaging Products and Paper Trading	Nil
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary and the related party.	Mr. Deepak Reddy B, Promoter and Managing Director, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, promoters and Directors of the Company are the shareholders of the Craftsmart,	Nil



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		Related Party. Further, Mrs. Prajitha Bandaram, wife of Mr. Deepak Reddy B is also the shareholder of Related Party. Further, Bandaram Pharma Packtech Limited is the shareholder of the Related Party.			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	Bandaram Pharma Packtech Limited is holding 14,00,000 (15.79% approx.) Equity Shares in Craftsmart Products Private limited.			Nil
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL			
A(3). Financial performance of the related party					
	Particulars	2024-25 (Rs. In Crores)	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	
7.	Standalone turnover of the related party for each of the last three financial years:	1.1076	-	-	
8.	Standalone net worth of the related party for each of the last three financial years:	8.3046	5	5	
9.	Standalone net profits of the related party for each of the last three financial years:	(0.56)	-	-	
A (4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	FY 2024-25 - Rs. 3.18 Crores FY 2023-24 - Nil FY 2022-23 – Nil			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil			
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above-mentioned transactions			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its	Nil			



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	subsidiary during the last three financial years.		
A (5). Amount of the proposed transactions <i>(All types of transactions taken together)</i>			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	The total consideration for the proposed acquisition shall be Rs. 11,94,38,400/- out of which Rs. 4,50,89,680/- pertains to the related parties i.e., Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy and Mrs. Prajitha Bandaram.	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions is material RPT.	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Value of the Proposed Transaction with Related Parties is Rs. 4,50,89,680/- and is 12.20% (approx.) of Bandaram Pharma Packtech Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2024-25	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction with Related parties is Rs. 4,50,89,680/- and is around 407.09% of Craftsmart Products Private Limited Annual Standalone turnover for the immediately preceding financial year i.e. FY 2024-25.	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction <i>(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</i>			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The transaction involves acquisition of Craftsmart Products Private Limited through share swap.	
20	Details of the proposed transaction		
	Acquisition through share swap with Related Parties	Rs. 4,50,89,680/-	



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21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2025 to March 31, 2026	
22	Indicative date / timeline for undertaking the transaction	On or before 31.03.2026	
23	Whether omnibus approval is being sought?	No	
24	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Aggregate Value of the proposed transaction with Related Parties during a financial year – Rs. 4,50,89,680/-	
25	Whether the RPTs proposed to be entered into are: i. not prejudicial to the interest of public shareholders, and ii. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
26	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Craftsmart Products Private Limited is into manufacturing of kraft paper for which raw material is supplied by Bandaram Pharma and therefore the said acquisition is beneficial to both the Companies.	
27	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, Mrs. Prajita Bandaram holds directly 20,09,995, 1,00,000, 1,00,000 and 6,08,110 Equity Shares respectively in Craftsmart Products Private Limited.	
28	Details of shareholding (more than 2%) of the director(s) / key	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy holds	



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	managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.	directly 47,25,000 18,00,000, 18,00,000 Equity Shares respectively in Bandaram Pharma Packtech Limited.	
29	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The Company has obtained the Valuation Report from Independent Registered valuer and was placed before the Audit Committee.	
30	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary

31	Source of funds in connection with the proposed transaction. <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.	Not Applicable as the acquisition is through swap of shares.	
32	Purpose for which funds shall be utilized by the investee company.		
33	Where any financial indebtedness is incurred to make investment, specify the following: <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.		
	a. Nature of indebtedness	NA	
	b. Total cost of borrowing	NA	
	c. Tenure	NA	
	d. Other details	NA	
	Material covenants of the proposed transaction	Both Companies will be valued and the swap will take place only at the valuation.	
34	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not applicable	
35	Expected annualised returns <i>Explanation:</i> This shall be applicable	Not applicable as the investment is not in debt instruments.	



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	in case of investment in debt instruments.		
36	Returns on past investments in the related party over the last three financial years	Craftsmart Products Private Limited has not announced dividend during the past 3 years.	
37	Details of asset-liability mismatch position, if any, post investment <i>Explanation:</i> This shall be applicable in case of investment in debt instruments.	Not applicable as the investment is not in debt instruments.	
38	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Nil	

a. The redaction of commercial secrets etc.: Not Applicable

b. Justification for the proposed transaction

Craftsmart Products Private Limited is into manufacturing of kraft paper for which raw material is supplied by Bandaram Pharma and therefore the said acquisition is beneficial to both the Companies.

c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Yes, the Valuation report as obtained was placed before the Audit Committee and was considered while approving the RPT.

f. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: not applicable

g. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.



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h. Any other information that may be relevant: Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Except Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, Mrs. Prajitha Bandaram none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 2 of the Notice.

ITEM NO. 3: ISSUE OF UPTO 59,71,920 EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS AND NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH ON SWAP BASIS

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to 59,71,920 equity shares of Rs. 10/- each at an issue price of Rs. 20/- per share (including a premium of Rs. 10/- per share) on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Preferential allotment towards acquisition of 74,64,900 equity shares constituting 84.21% (approx.) stake in Craftsmart Products Private Limited

The Company in order to achieve inorganic growth has identified a Company, Craftsmart Products Private Limited whose details are furnished hereunder. For this purpose, the Company approached CA. Kesava Srinivasulu Chekka, Independent Registered Valuer, who conducted valuation of both the companies (Bandaram Pharma Packtech Limited and Craftsmart Products Private Limited) and recommended swap ratio for allotment of Equity Shares by the Company to the respective shareholders of the Target company. The details of the company including ratios etc. are given below:

Accordingly, it is proposed to issue and allot upto 59,71,920 equity shares of Rs. 10/- each of Bandaram Pharma Packtech Limited **at an issue price of Rs. 20/- per share** (including premium of Rs 10/- per share) **aggregating to not exceeding Rs. 11,94,38,400/-** as consideration to the selling shareholders of acquiree Company i.e., Craftsmart Products Private Limited in the ratio of 5:4 i.e., for every 5 (Five) Equity shares of Craftsmart Products Private Limited of Rs. 10/- each, 4 (Four) Equity shares of Rs. 10/- each of Bandaram Pharma Packtech Limited will be issued.

After the proposed allotment of equity shares, Craftsmart Products Private Limited will become Wholly Owned Subsidiary company of Bandaram Pharma Packtech Limited.



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Brief profile of the Craftsmart Products Private Limited:

Sl. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Craftsmart Products Private Limited Craftsmart Products Private Limited is an unlisted company, incorporated on 25/01/2021 registered in Hyderabad with the Registrar of Companies, Telangana bearing CIN No. U21094TG2021PTC148032 and having registered office at H NO 3-5-806/2, Flat No 404 Hyderguda, Hyderabad - 500029, Telangana. The Target Company has an authorized share capital of Rs. 9,00,00,000/- divided into 90,00,000 equity shares of Rs.10/- each and paid-up capital of Rs. 8,86,49,000/- divided into 88,64,900 Equity shares of Rs. 10/- each. The Target Company has achieved a turnover of Rs. 110.76 Lakhs for the Financial year 2024-25.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	Yes, the acquisition would fall within related party transaction. Yes, the promoter/ promoter group/ group companies have interest in the entity being acquired. Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, the Shareholders of Craftsmart Products Private Limited are also the promoter and Directors of Bandaram Pharma Packtech Limited. Mrs. Prajitha Bandaram is wife of Mr. Deepak Reddy B. The said transaction is at arms-length basis as it is based on the Valuation Report obtained from the Registered valuer.
3.	Industry to which the entity being acquired belongs.	Craftsmart Products Private Limited (CMPPL) is a manufacturer and marketing of various types of Kraft papers.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	To obtain inorganic growth acquisition Post-acquisition, Bandaram Pharma Packtech Limited will hold 100% of the total paid up capital of Craftsmart Products Private Limited and shall become wholly owned subsidiary.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition	Within 12 months from the date of Members approval in the Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Swapping of shares i.e., Other than Cash Consideration. Preferential Issue of up to 59,71,920 Equity Shares of Rs. 10/- each at an issue price of Rs. 20/- per share aggregating up to Rs. 11,94,38,400/-for acquisition of 74,64,900 Equity Shares of Rs. 10/- each i.e., 84.21% (approx.) stake in Craftsmart Products Private Limited.



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8.	Cost of acquisition or the price at which the shares are acquired	The total consideration shall be Rs. 11,94,38,400/-. Acquisition is done on swap basis and there is no cash outflow, Valuation report from the registered valuer is obtained and also available on the website of the Company.												
9.	Percentage of shareholding/ control acquired and / or number of shares acquired.	Bandaram Pharma Packtech Limited will acquire balance 84.21% approx. stake in Craftsmart Products Private Limited by virtue of this transaction. Post transaction, Bandaram Pharma Packtech Limited will hold 100% stake in Craftsmart Products Private Limited and the same shall become its wholly owned subsidiary.												
10.	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	a. Brief background: as mentioned above b. Date of incorporation: 25/01/2021 (Rs. In Lakhs) c. Turnover and EBIDTA for last 3 years: <table><tr><th></th><th>FY 2024-25</th><th>FY 2023-24</th><th>FY 2022-23</th></tr><tr><td>Turnover</td><td>110.76</td><td>--</td><td>--</td></tr><tr><td>EBIDTA</td><td>-7.99</td><td>--</td><td>--</td></tr></table> d. The entity has its presence only in India. e. Any other significant information: Nil		FY 2024-25	FY 2023-24	FY 2022-23	Turnover	110.76	--	--	EBIDTA	-7.99	--	--
	FY 2024-25	FY 2023-24	FY 2022-23											
Turnover	110.76	--	--											
EBIDTA	-7.99	--	--											

For this purpose, the Company has obtained Valuation Report from CA. Kesava Srinivasulu Chekka, a Registered Valuer, who has conducted valuation of the above company and recommended a swap ratio for allotment of shares by the Company to the respective shareholders of the said Company.

C. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition by acquiring 74,64,900 Equity Shares of Rs. 10/- each constituting 84.21% (approx.) stake in Craftsmart Products Private Limited ("Target Company") from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of Bandaram Pharma Packtech Limited at an issue price of Rs. 20/- per share (including premium of Rs 10/- per share) as mentioned in resolution at Item Number-3 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange, in the ratio of 5:4 i.e., for every 5 (Five) Equity shares of Craftsmart Products Private Limited of Rs. 10/- each, 4 (Four) Equity shares of Rs. 10/- each of Bandaram Pharma Packtech Limited based on the Valuation Report



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obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

(II) Maximum number of specified securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue, and allot from time to time, up to 59,71,920 Equity Shares of Rs. 10/- (Rupees Ten only) at an issue price of Rs. 20/- per share (including premium of Rs 10/- per share), issued on swap basis, subject to the approval of members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;

None of the Promoters or their associates and relatives, Directors or Key Managerial Personnel of the Company intends to subscribe shares proposed to be issued under the Preferential Allotment except as mentioned below:

Sl.no	Name of the Proposed allottee	No. of Equity shares proposed to be issued
1.	Deepak Reddy B	16,07,996
2.	Prajitha Bandaram (wife of Mr. Deepak Reddy B, Promoter, Chairman and Managing Director)	4,86,488
3.	Satyavathi Bandaram	80,000
4.	B Premsai Reddy	80,000

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the shares are allotted on swap basis)

Sl. No	Category	Pre-Issue Holding		Post Issue Holding		
		No. of Equity shares	% of shares	Preferential issue for consideration other than cash (by swap)	No. of shares	% of Shares
A	Promoters					
1	Individuals /HUF	90,00,000	75.00	22,54,484	1,12,54,484	62.62
2	Body Corporate/ Trust	--	--	--	--	--



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	Sub-Total (A)	90,00,000	75.00	22,54,484	1,12,54,484	62.62
B	Non-Promoters					
1	Institutions					
	A. Domestic	1132	0.01	--	1132	0.01
	B. Foreign	--	--			
2	Non-Institutions					
(i)	Individuals	28,49,333	23.74	37,17,436	65,66,769	36.54
(ii)	NRIs	1,302	0.01	1,302	1,302	0.01
(iii)	Bodies Corporate	13,930	0.12	13,930	13,930	0.08
(iv)	Foreign Companies	4,500	0.04	4,500	4,500	0.03
(v)	Any Other (HUF)	1,29,803	1.08	1,29,803	1,29,803	0.72
	Sub-Total (B)	30,00,000	25.00	37,17,436	67,17,436	37.38
	Grand Total (A+B)	1,20,00,000	100.00	59,71,920	1,79,71,920	100.00

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares along with their status as to promoter or non – promoter pre and post preferential issue.



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Sl. No.	Identity of proposed Preferential Allottee	Pre issue holding	% of shares	equity shares proposed to be allotted	Post issue holding	Post issue % holding
PROMOTER						
1.	Deepak Reddy B	47,25,000	39.38	16,07,996	63,32,996	35.24
2.	Prajitha Bandaram (wife of Mr. Deepak Reddy B, Promoter Chairman and Managing Director)	--	--	4,86,488	4,86,488	2.71
3.	Satyavathi Bandaram	18,00,000	15.00	80,000	18,80,000	10.46
4.	B Premsai Reddy	18,00,000	15.00	80,000	18,80,000	10.46
NON-PROMOTER						
5.	Kolli Suryateja Reddy	--	--	3,34,240	3,34,240	1.86
6.	Nannapaneni Anuradha	--	--	2,40,000	2,40,000	1.34
7.	Lakshmi Pilla	--	--	2,40,000	2,40,000	1.34
8.	Sahithi Kolli	--	--	2,39,996	2,39,996	1.34
9.	Sanivarapu Akhil Reddy	--	--	2,24,000	2,24,000	1.25
10.	Vivek Surana	--	--	2,08,000	2,08,000	1.16
11.	Goturi Raghunadha Reddy	200	--	2,00,000	2,00,200	1.11
12.	Sirigineedi Sashank	--	--	1,80,000	1,80,000	1.00
13.	Akella Raghavendra Satwik	730	--	1,20,000	1,20,730	0.67
14.	Cheruvu Belagal Siddharth	4408	0.04	1,20,000	1,24,408	0.69
15.	Ganapathi Raju Thotakuru	--	--	1,20,000	1,20,000	0.67
16.	Eswar Reddy Kadireddy	--	--	1,20,000	1,20,000	0.67
17.	Jillela Goverdhan Reddy	--	--	1,20,000	1,20,000	0.67
18.	Kodi Swarna	--	--	1,20,000	1,20,000	0.67
19.	Sravani Tangala	--	--	1,20,000	1,20,000	0.67
20.	Tanniru Swamy Naidu	--	--	1,20,000	1,20,000	0.67
21.	Anupa V Sajjanar	--	--	80,000	80,000	0.45
22.	Devireddy Chaitanya	--	--	80,000	80,000	0.45
23.	Kamalapally	--	--	80,000	80,000	0.45

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CIN : L93090TG1993PLC088165

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	Rajvardhan Reddy					
24.	N Venugopal Reddy	--	--	80,000	80,000	0.45
25.	Solipuram Nihalini Reddy	--	--	80,000	80,000	0.45
26.	Donthi Reddy Sujitha	--	--	80,000	80,000	0.45
27.	Prateek Vijayvargiya	--	--	75,200	75,200	0.42
28.	Jayshree H Mehta	--	--	40,000	40,000	0.22
29.	Kanvar Aadesh Singh	--	--	40,000	40,000	0.22
30.	Kanvar Meeta Singh	--	--	40,000	40,000	0.22
31.	Ram Babu Papa Raju	--	--	40,000	40,000	0.22
32.	Trevor Johnson Carvalho	--	--	40,000	40,000	0.22
33.	Ajay Kumar Vemulapati	--	--	40,000	40,000	0.22
34.	Padma Priya Vemulapatti	--	--	40,000	40,000	0.22
35.	V Pranav Kumar	--	--	40,000	40,000	0.22
36.	Atish Gupta	--	--	8,000	8,000	0.05
37.	Karthik K	41	0.00	8,000	8,041	0.06

Change in control: As a result of the proposed preferential allotment of equity shares, neither there will be change in the composition of the Board of Directors and nor any changes in control of the Company.

The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter

S. No.	Name of Proposed Allottees	Current Status / Category	Proposed Status / Category
1.	Deepak Reddy B	Promoter	Promoter
2.	Prajitha Bandaram (wife of Mr. Deepak Reddy B, Promoter Chairman and Managing Director)	Promoter	Promoter
3.	Satyavathi Bandaram	Promoter	Promoter
4.	B Premsai Reddy	Promoter	Promoter
5.	Kolli Suryateja Reddy	Non-promoter	Non-promoter
6.	Nannapaneni Anuradha	Non-promoter	Non-promoter

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7.	Lakshmi Pilla	Non-promoter	Non-promoter
8.	Sahithi Kolli	Non-promoter	Non-promoter
9.	Sanivarapu Akhil Reddy	Non-promoter	Non-promoter
10.	Vivek Surana	Non-promoter	Non-promoter
11.	Goturi Raghunadha Reddy	Non-promoter	Non-promoter
12.	Sirigineedi Sashank	Non-promoter	Non-promoter
13.	Akella Raghavendra Satwik	Non-promoter	Non-promoter
14.	Cheruvu Belagal Siddharth	Non-promoter	Non-promoter
15.	Ganapathi Raju Thotakuru	Non-promoter	Non-promoter
16.	Eswar Reddy Kadireddy	Non-promoter	Non-promoter
17.	Jillela Goverdhan Reddy	Non-promoter	Non-promoter
18.	Kodi Swarna	Non-promoter	Non-promoter
19.	Sravani Tangala	Non-promoter	Non-promoter
20.	Tanniru Swamy Naidu	Non-promoter	Non-promoter
21.	Anupa V Sajjanar	Non-promoter	Non-promoter
22.	Devireddy Chaitanya	Non-promoter	Non-promoter
23.	Kamalapally Rajvardhan Reddy	Non-promoter	Non-promoter
24.	N Venugopal Reddy	Non-promoter	Non-promoter
25.	SolipuramNihalini Reddy	Non-promoter	Non-promoter
26.	Donthi Reddy Sujitha	Non-promoter	Non-promoter
27.	PrateekVijayvargiya	Non-promoter	Non-promoter
28.	Jayshree H Mehta	Non-promoter	Non-promoter
29.	Kanvar Aadesh Singh	Non-promoter	Non-promoter
30.	KanvarMeeta Singh	Non-promoter	Non-promoter
31.	Ram Babu Papa Raju	Non-promoter	Non-promoter
32.	Trevor Johnson Carvalho	Non-promoter	Non-promoter
33.	Ajay Kumar Vemulapati	Non-promoter	Non-promoter
34.	Padma Priya Vemulapatti	Non-promoter	Non-promoter
35.	V Pranav Kumar	Non-promoter	Non-promoter
36.	Atish Gupta	Non-promoter	Non-promoter
37.	Karthik K	Non-promoter	Non-promoter



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(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its Directors nor Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees. Not applicable, since the issue and allotment of shares is for consideration other than cash.
5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration other than cash.

(VIII) Practicing Company Secretary Certificate:

The Company has obtained a certificate dated 20.06.2025 from M/s. Manoj Parakh & Associates, Practicing Company Secretary certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issue. A copy of the aforementioned certificate is being hosted on the website of the Company at the address <https://www.bandaram.com/investors.html>.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 20.06.2025 (since 21.06.2025 is a non-trading day), which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 21.07.2025).



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The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company are infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five per cent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 20.06.2025 issued by CA Kesava Srinivasulu Chekka, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/11/2021/14345) having office at 8-1-284/OU/204-B. O.U. Colony, Shaikpet, Hyderabad - 500 008. The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.bandaram.com/investors.html>.

As per the Valuation Report, the price of equity shares of the Company Stands at Rs. 20/- per share **(including a premium of Rs.10/- per share)** against which it is proposed to issue equity shares at an issue price of Rs. 20/- each.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 20/- per Equity Share which is not less than the price as determined by the registered valuer.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

It was proposed to acquire, balance stake i.e., 74,64,900 Equity Shares of Rs.10/- each constituting approx. 84.21% stake in Craftsmart Products Private Limited, from the shareholders of Craftsmart Products Private Limited for 59,71,920 Equity Shares of Rs. 10/- each at an issue price of Rs. 20/- per share **(including a premium of Rs.10/- per share)** on swap basis in the ratio of 5:4 (i.e., for every 5 Equity share of Rs. 10/- each held in Craftsmart Products Private Limited, 4 Equity shares of Rs. 10/- each of Bandaram Pharma Packtech Limited will be issued) based on the Valuation Report of both the companies.



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Justification mentioned at para (IX) above.

Name of the Registered Valuer: CA Kesava Srinivasulu Chekka, Independent Registered Valuer having office at 8-1-284/OU/204-B. O.U. Colony, Shaikpet, Hyderabad - 500 008

(XI) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to come out with open offer to the public shareholders except making certain disclosures to Stock Exchange.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited, where the securities of the Company are listed. The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number.

(XIII) Lock-in Period:

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) 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 year, the Company has not made any preferential allotment.

(XV) Compliances:

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

(XVI) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the



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said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

(XVII) Monitoring Agency:

Since the issue does not involve any inflow of cash i.e., the total consideration being other than cash, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in Item No. 3 of the Notice.

Except Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

ITEM NO.4: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH M/S. VSR PAPER AND PACKAGING LIMITED, SUBSIDIARY COMPANY

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties require prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, the Annual Audited Consolidated Turnover of Bandaram Pharma Packtech Limited for the previous financial year 2024-25 was Rs. 36.96 crores and 10% of the Annual Consolidated Turnover is Rs. 3.696 crores.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with VSR Paper and Packaging Limited, subject to the



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approval of the members, which was placed before them at its respective meetings held on 12.05.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount transactions (Rs. In Crores)
Sales/Purchases	Subsidiary Company	20.00

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the			Comments of
management					Audit Committee
A. Details of the related party and transactions with the related party					
A (1). Basic details of the related party					
1.	Name of the related party	VSR Paper and Packaging Limited			
2.	Country of incorporation of the related party	India			
3.	Nature of business of the related party	Paper Packaging Products and Paper Trading			
A (2). Relationship and ownership of the related party					
4.	Relationship between the listed entity/subsidiary and the related party.	VSR Paper and Packaging Limited is a Subsidiary Company of Bandaram Pharma Packtech Limited.			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	55% of Equity Shares of VSR Paper and Packaging Limited are held by Bandaram Pharma Packtech Limited			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	None			
A (3). Financial performance of the related party					
	Particulars	2024-25 (Rs. In Crores)	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	
7.	Standalone turnover of the related party for each of the last three financial years:	35.37	30.48	14.56	



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8.	Standalone net worth of the related party for each of the last three financial years:	6.23	5.37	4.55	
9.	Standalone net profits of the related party for each of the last three financial years:	0.853	0.819	0.039	
A (4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	FY 2024-25 - Rs. 9.95 Crores			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs. 0.70 Crores (in FY 2025-26 till date)			
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above-mentioned transactions			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil			
A (5). Amount of the proposed transactions					
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	For Sales and Purchase – Rs. 20 Crores			
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT.			
16.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	Value of the Proposed Transaction is Rs. 20 Crores and is 54.11% of Bandaram Pharma Packtech Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2024-25			
17.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity	Not Applicable			



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	is not a party to the transaction)		
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the Proposed Transaction is Rs. 20 Crores and is around 56.55% of VSR Paper And Packaging Limited annual Standalone turnover for the immediately preceding financial year i.e. FY 2024-25	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction:			
19.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The transaction involves purchase of goods and sale of goods (i.e., Paper packaging, products of paper Board and the MNC Products etc.), and other transactions for business purpose.	
20.	Details of the proposed transaction		
	Sale & Purchase of Goods	Rs. 20 Crores	
21.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2025 to March 31, 2026	
22.	Indicative date / timeline for undertaking the transaction	FY 2025-26	
23.	Whether omnibus approval is being sought?	No	
24.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Value of the proposed transaction during a financial year – Rs. 20 Crores	
25.	Whether the RPTs proposed to be entered into are: i. not prejudicial to the interest of public shareholders, and ii. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
26.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The raw materials are required on urgent basis to improve the production and similarly the Finished products are to be sold at the earliest. In this process, the services of the best vendor available is VSR papers.	



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27.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Preme Sai Reddy holds 4,21,239, 1,00,414, 50,067 Equity Shares respectively in VSR Paper and Packaging Limited.	
28.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Preme Sai Reddy holds 47,25,000 18,00,000, 18,00,000 Equity Shares respectively in Bandaram Pharma Packtech Limited.	
29.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
30.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
B (2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
31.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	The Company aims at maximum number of bidders but depending on the transaction amount the Bidders may or may not bid for the Transaction. In such a scenario the Company assigns the transaction to the best quote available.	The Audit Committee concurred with the rationale provided by the Management for considering the quotation received



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32.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	The Company directly communicates with the existing vendors who have been associated with the Company since commencement of business after the Receipt of Hon'ble NCLT order in the year 2022.	from VSR Paper and Packing Industries Limited for the said transaction(s) and after reviewing the same accordingly approved transaction(s).
33.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	The Company on necessity approach the new vendors in person.	
34.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the Shareholders.		

a. The redaction of commercial secrets etc.: Not Applicable

b. Justification for the proposed transaction

The raw materials are required on urgent basis to improve the production and similarly the Finished products are to be sold at the earliest.

In this process, the services of the best vendor available is VSR papers.

c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable



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- f. **In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:**

The Company aims at maximum number of bidders but depending on the transaction amount the Bidders may or may not bid for the Transaction. In such a scenario the Company assigns the transaction to the best quote available.

The Company directly communicates with the existing vendors who have been associated with the Company since commencement of business after the Receipt of Hon'ble NCLT order in the year 2022.

The Company on necessity approach the new vendors in person.

- g. **Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.

- h. **Any other information that may be relevant:** Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 4 of the Notice.

Except Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Prem Sai Reddy none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

ITEM NO.5: TO APPROVE THE ONE TIME MATERIAL RELATED PARTY TRANSACTION WITH M/S. VSR PAPER AND PACKAGING LIMITED, SUBSIDIARY COMPANY

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, the Annual Audited Consolidated Turnover of Bandaram Pharma Packtech Limited



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for the previous financial year 2024-25 was Rs. 36.96 crores and 10% of the Annual Consolidated Turnover is Rs. 3.696 crores.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with VSR Paper and Packaging Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 12.05.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount transactions (Rs. In Crores)
Corporate Guarantee	Subsidiary Company	25.00

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management			Comments of Audit Committee
A. Details of the related party and transactions with the related party					
A(1). Basic details of the related party					
1.	Name of the related party	VSR Paper and Packaging Limited			
2.	Country of incorporation of the related party	India			
3.	Nature of business of the related party	Paper Packaging Products and Paper Trading			
A(2). Relationship and ownership of the related party					
4.	Relationship between the listed entity/subsidiary and the related party.	VSR Paper and Packaging Limited is a Subsidiary Company of Bandaram Pharma Packtech Limited.			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	55% of Equity Shares of VSR Paper and Packaging Limited are held by Bandaram Pharma Packtech Limited			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	None			
A (3). Financial performance of the related party					
	Particulars	2024-25 (Rs. In Crores)	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	
7.	Standalone turnover of the related party for each of the last three	35.37	30.48	14.56	



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	financial years:				
8.	Standalone net worth of the related party for each of the last three financial years:	6.23	5.37	4.55	
9.	Standalone net profits of the related party for each of the last three financial years:	0.853	0.819	0.039	
A (4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	FY 2024-25 - Rs. 9.95 Crores			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs. 0.70 Crores (in FY 2025-26 till date)			
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above-mentioned transactions			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil			
A (5). Amount of the proposed transactions					
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	For Corporate Guarantee - Rs. 25 Crores			
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT.			
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Value of the Proposed Transaction is Rs. 25 Crores and is around 67.62% of Bandaram Pharma Packtech Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2024-25			
17.	Value of the proposed transactions as a percentage of subsidiary's annual	Not Applicable			



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	standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)		
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction is Rs. 25 Crores and is around 70.68% of VSR Paper And Packaging Limited Annual Standalone turnover for the immediately preceding financial year i.e. FY 2024-25	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Corporate Guarantee to VSR Paper and Packaging limited	
20	Details of the proposed transaction		
	Corporate Guarantee	Rs. 25 Crores	
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2025 to March 31, 2028	
22	Indicative date / timeline for undertaking the transaction	To be entered into during FY2025-26, and transaction will be valid till March 31, 2028.	
23	Whether omnibus approval is being sought?	No	
24	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Value of the proposed transaction during a financial year – Rs. 25 Crores	
25	Whether the RPTs proposed to be entered into are: iii. not prejudicial to the interest of public shareholders, and iv. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.



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26	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The Company is dependent on VSR papers for selling of its products. VSR papers manufacturers finished goods from the material provided by Bandaram Pharma Packtech limited and sells the same in the open market. To support the business of VSR it requires funds from Banks, Financial Institutions. Bandaram being the holding company to VSR, Corporate guarantee is required to be given on behalf of VSR to the Banks on their insistence.	
27	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy holds 4,21,239, 100414, 50067 Equity Shares respectively in VSR Paper and Packaging Limited.	
28	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. c. Name of the director / KMP/ partner d. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy holds 47,25,000 18,00,000, 18,00,000 Equity Shares respectively in Bandaram Pharma Packtech Limited.	
29	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
30	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	



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B(5) Additional details for proposed transactions relating to any guarantee (excluding performance guarantee, indemnity or comfort letter, by whatever name called, made or given by the listed entity)		
31	Rationale for giving guarantee, surety, indemnity or comfort letter	As mentioned in pt. no. 26 above
32	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Efforts will be made to recover from the Subsidiary in case of invocation by the Lenders.
33	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Rs. 25 crores No provision is required to be made in the books of account of Bandaram Pharma Packtech Limited
34	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not applicable
35	Details of solvency status and going concern status of the related party during the last three financial years:	The net-worth of VSR for the last three financial years is as follows: FY 2024-25 – Rs. 6.12 Crores FY 2023-24 – Rs. 5.37 Crores FY 2023-24 – Rs. 4.55Crores
36	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil

a. The redaction of commercial secrets etc.: Not Applicable

b. Justification for the proposed transaction

The Company is dependent on VSR papers for selling of its products. VSR papers manufacturers finished goods from the material provided by Bandaram Pharma Packtech limited and sells the same in the open market.

To support the business of VSR it requires funds from Banks, Financial Institutions. Bandaram being the holding company to VSR, Corporate guarantee is required to be given on behalf of VSR to the Banks on their insistence.



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- c. **Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:**

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

- d. **Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.**

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

- e. **Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Not Applicable

- f. **In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** not applicable

- g. **Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.

- h. **Any other information that may be relevant:** Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 5 of the Notice.

Except Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Prem Sai Reddy none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

ITEM NO.6: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH M/S. CRAFTSMART PRODUCTS PRIVATE LIMITED

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The



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proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, the Annual Audited Consolidated Turnover of Bandaram Pharma Packtech Limited for the previous financial year 2024-25 was Rs. 36.96 crores and 10% of the Annual Consolidated Turnover is Rs. 3.696 crores.

However, as per Section 188 of the Companies Act, 2013, the transaction should not exceed 10% of the Turnover of the Company.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Craftsmart Products Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 20.06.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Companies Act, 2013 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions
Sales and Purchases	Mr. Deepak Reddy B, Promoter and Managing Director, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, promoters and Directors of the Company are the shareholders of the Craftsmart, Related Party. Further, Mrs. Prajitha Bandaram, wife of Mr. Deepak Reddy B is also the shareholder of Related Party. Further, Bandaram Pharma Packtech Limited is the shareholder of the Related Party.	Rs. 15 crores



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INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management			Comments of the Audit Committee
A. Details of the related party and transactions with the related party					
A(1). Basic details of the related party					
1.	Name of the related party	Craftsmart Products Private Limited			
2.	Country of incorporation of the related party	India			
3.	Nature of business of the related party	Paper Packaging Products and Paper Trading			
A(2). Relationship and ownership of the related party					
4.	Relationship between the listed entity/subsidiary and the related party.	Mr. Deepak Reddy B, Promoter and Managing Director, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, promoters and Directors of the Company are the shareholders of the Craftsmart, Related Party. Further, Mrs. Prajitha Bandaram, wife of Mr. Deepak Reddy B is also the shareholder of Related Party. Further, Bandaram Pharma Packtech Limited is the shareholder of the Related Party.			
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	Bandaram Pharma Packtech Limited is holding 14,00,000 (15.79% approx.) Equity Shares in Craftsmart Products Private limited.			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL			
A(3). Financial performance of the related party					
	Particulars	2024-25 (Rs. In Crores)	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	
7.	Standalone turnover of the related party for each of the last three financial years:	1.1076	-	-	
8.	Standalone net worth of the related party for each of the last three financial years:	8.3046	5	5	
9.	Standalone net profits of the related party for each of the last three financial years:	(0.56)	-	-	
A(4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or	FY 2024-25 - Rs. 3.18 Crores FY 2023-24 - Nil			



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	subsidiary with the related party during each of the last three financial years.	FY 2022-23 – Nil	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil	
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above -mentioned transactions	
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil	
A(5). Amount of the proposed transactions <i>(All types of transactions taken together)</i>			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 15 Crores	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions is material RPT.	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Value of the Proposed Transaction is Rs. 15 Crores and is around 40.58% of Bandaram Pharma Packtech Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2024-25	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction is Rs. 15 Crores and is around 1354.28% of Craftsmart Products Private Limited annual Standalone turnover for the immediately preceding financial year i.e. FY 2024-25.	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction			
19	Specific type of the proposed transaction	The transaction involves purchase of goods, sale of goods (i.e., Sale and Purchase of	

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	(e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Kraft Paper) and other transactions for business purpose.	
20	Details of the proposed transaction	Sale and Purchase – Rs. 15 Crores	
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2025 through March 31, 2026	
22	Indicative date / timeline for undertaking the transaction	FY2025-26	
23	Whether omnibus approval is being sought?	No	
24	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Aggregate Value of the proposed transaction during a financial year – Rs. 15 Crores	
25	Whether the RPTs proposed to be entered into are: c) not prejudicial to the interest of public shareholders, and d) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
26	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Bandaram Pharma Packtech Limited will procure raw material and sell the products of Craftsmart Products Private Limited. Hence, Bandaram Pharma Packtech Limited will be benefited in generating more revenue from the operations.	
27	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, Mrs. Prajita Bandaram holds directly 20,09,995, 1,00,000, 1,00,000 and 6,08,110 Equity Shares respectively in Craftsmart Products Private Limited.	



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	a. Name of the director / KMP		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party		
28	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy holds directly 47,25,000 18,00,000, 18,00,000 Equity Shares respectively in Bandaram Pharma Packtech Limited.	
	a. Name of the director / KMP/ partner		
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.		
29	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
30	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

B (2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction

31	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	The Company aims at maximum number of bidders but depending on the transaction amount the Bidders may or may not bid for the Transaction. In such a scenario the Company assigns the transaction to the best quote available.	The Audit Committee concurred with the rationale provided by the Management for considering the quotation received from VSR Paper and Packing industries Limited for the said transaction(s) and after reviewing the same accordingly approved transaction(s).
32	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	The Company directly communicates with the existing vendors who have been associated with the Company since commencement of business after the Receipt of Hon’ble NCLT order in the year 2022.	
33	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	The Company on necessity approach the new vendors in person.	
34	Where bids were not invited, the fact shall be disclosed along with the justification for the same.		
35	Wherever comparable bids are not		



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	available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the Shareholders.		
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a. The redaction of commercial secrets etc.: Not Applicable

b. Justification for the proposed transaction

Bandaram Pharma Packtech Limited will procure raw material and sell the products of Craftsmart Products Private Limited.

Hence, Bandaram Pharma Packtech Limited will be benefited in generating more revenue from the operations.

c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable

f. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:

The Company aims at maximum number of bidders but depending on the transaction amount the Bidders may or may not bid for the Transaction. In such a scenario the Company assigns the transaction to the best quote available.

The Company directly communicates with the existing vendors who have been associated with the Company since commencement of business after the Receipt of Hon'ble NCLT order in the year 2022.

The Company on necessity approach the new vendors in person.



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g. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.

h. Any other information that may be relevant: Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 6 of the Notice.

Except Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

ITEM NO. 7: TO APPROVE ONE TIME MATERIAL RELATED PARTY TRANSACTION WITH M/S. CRAFTSMART PRODUCTS PRIVATE LIMITED:

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, the Annual Audited Consolidated Turnover of Bandaram Pharma Packtech Limited for the previous financial year 2024-25 was Rs. 36.96 crores and 10% of the Annual Consolidated Turnover is Rs. 3.696 crores.

However, as per Section 188 of the Companies Act, 2013, the transaction should not exceed 10% of the Turnover of the Company.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Craftsmart Products Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 20.06.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Companies Act, 2013 and accordingly, the members' approval is sought for the same.



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Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions
Corporate Guarantee	Mr. Deepak Reddy B, Promoter and Managing Director, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, promoters and Directors of the Company are the shareholders of the Craftsmart, Related Party. Further, Mrs. Prajitha Bandaram, wife of Mr. Deepak Reddy B is also the shareholder of Related Party. Further, Bandaram Pharma Packtech Limited is the shareholder of the Related Party.	Rs. 5 crores

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management	Comments of Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	Craftsmart Products Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Paper Packaging Products and Paper Trading	
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary and the related party.	Mr. Deepak Reddy B, Promoter and Managing Director, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, promoters and Directors of the Company are the shareholders of the Craftsmart, Related Party. Further, Mrs. Prajitha Bandaram, wife of Mr. Deepak Reddy B is also the shareholder of Related Party. Further, Bandaram Pharma Packtech Limited is the shareholder of the Related Party.	
5.	Shareholding or contribution % or profit & loss sharing % of the listed	Bandaram Pharma Packtech Limited is holding 14,00,000 (15.79% approx.) Equity	

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	entity whether direct or indirect, in the related party.	Shares in Craftsmart Products Private limited.			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL			
A(3). Financial performance of the related party					
	Particulars	2024-25 (Rs. In Crores)	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	
7.	Standalone turnover of the related party for each of the last three financial years:	1.1076	-	-	
8.	Standalone net worth of the related party for each of the last three financial years:	8.3046	5	5	
9.	Standalone net profits of the related party for each of the last three financial years:	0.56	-	-	
A (4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 - Rs. 3.18 Crores FY 2023-24 - Nil FY 2022-23 – Nil			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil			
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above-mentioned transactions			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil			
A (5). Amount of the proposed transactions (All types of transactions taken together)					
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	For Corporate Guarantee - Rs. 5 Crores			



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15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions during the current financial year is material RPT.	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Value of the Proposed Transaction is Rs. 5 Crores and is 13.53% of Bandaram Pharma Packtech Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2024-25	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction is Rs. 5 Crores and is around 451.43% of Craftsmart Products Private Limited annual Standalone turnover for the immediately preceding financial year i.e. FY 2024-25	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The transaction involves Corporate Guarantee to Craftsmart Products Private Limited	
20	Details of the proposed transaction		
	Corporate Guarantee	Rs. 5 Crores	
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2025 to March 31, 2028	
22	Indicative date / timeline for undertaking the transaction	To be entered into during FY2025-26, and transaction will be valid till March 31, 2028.	
23	Whether omnibus approval is being sought?	No	
24	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of	Aggregate Value of the proposed transaction during a financial year – Rs. 5 Crores	



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	transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.		
25	Whether the RPTs proposed to be entered into are: iii. not prejudicial to the interest of public shareholders, and iv. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
26	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Bandaram Pharma Packtech Limited will procure raw material and sell the products of Craftsmart Products Private Limited. To support the business of Craftsmart Products Private Limited., it requires funds from Banks, Financial Institutions. Bandaram which shall become the holding company of Craftsmart Products Private Limited will be required to give Corporate Guarantee on behalf of Craftsmart Products Private Limited to the Banks on their insistence.	
27	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. c. Name of the director / KMP d. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy, Mrs. Prajita Bandaram holds 20,09,995, 1,00,000, 1,00,000 and 6,08,110 Equity Shares respectively in Craftsmart Products Private Limited.	
28	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. e. Name of the director /	Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy holds 47,25,000 18,00,000, 18,00,000 Equity Shares respectively in Bandaram Pharma Packtech Limited.	



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	KMP/ partner f. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.		
29	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
30	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

B(5) Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity

31	Rationale for giving guarantee, surety, indemnity or comfort letter	As mentioned in pt. no. 26 above	
32	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Efforts will be made to recover from the Craftsmart Products Private Limited in case of invocation by the Lenders.	
33	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Rs.5 crores No provision is required to be made in the books of account of Bandaram Pharma Packtech Limited	
34	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not applicable	
35	Details of solvency status and going concern status of the related party during the last three financial years:	The networth of Craftsmart for the last three financial years is as follows: FY 2024-25 – Rs. 8.30 Crores FY 2023-24 – Rs. 5.00 Crores FY 2022 –23 Rs. 4.00 Crores	
36	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil	



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a. The redaction of commercial secrets etc.: Not Applicable

b. Justification for the proposed transaction

Bandaram Pharma Packtech Limited will procure raw material and sell the products of Craftsmart Products Private Limited.

To support the business of Craftsmart Products Private Limited., it requires funds from Banks, Financial Institutions. Bandaram which shall become the holding company of Craftsmart Products Private Limited, Company will be required to give Corporate guarantee on behalf of Craftsmart Products Private Limited to the Banks on their insistence, if any.

c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable

f. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: not applicable

g. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.

h. Any other information that may be relevant: Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 7 of the Notice.



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Except Mr. Deepak Reddy B, Mrs. Satyavathi Bandaram, Mr. B Premsai Reddy none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

ITEM NO.8: APPOINTMENT OF MRS. MOUNIKA PAMMI (DIN: 1111376) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Additional director (Independent category) shall be regularized at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, Mrs. Mounika Pammi (DIN: 1111376) who was appointed as an Additional Director of the Company on 20.06.2025 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in the category of 'Non- Executive Independent Director' is required to be regularised at the earliest but not later than three months from 20.06.2025 as an Independent Director of the company by way of a Special Resolution.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Mounika Pammi for the office of Director of the Company. She has given her consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Accordingly, in order to ensure compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 149, 150, 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders by way of a Special Resolution be accorded for the appointment of Mrs. Mounika Pammi as 'Non-executive Independent Director' for a term of 5 consecutive years commencing from the date of her appointment as an Additional Director i.e. w.e.f. 20.06.2025 to 19.06.2030.

Mrs. Pammi Mounika is a seasoned professional with over 15 years of leadership experience across marketing, insurance, administration, CSR, and strategic consulting. She holds an MBA in Marketing and has led business transformation initiatives with a strong focus on operational efficiency and governance. As a former MD of MNRG Technologies, she brings deep strategic insight and board-level acumen. Her expertise spans corporate strategy, stakeholder engagement, and sustainable development.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company a recommended to the Board in view of her rich experience in the above-mentioned areas and special skill set and capabilities.

The Board is of the opinion that Mrs. Pammi Mounika continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her association would be of immense benefit to the



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Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Pammi Mounika has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Mrs. Pammi Mounika has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mrs. Pammi Mounika has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Pammi Mounika fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that she is independent of the Management.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 8 of the notice for appointment of Mrs. Pammi Mounika as an independent director.

Save and except Mrs. Pammi Mounika, Independent Director, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned directly or indirectly, financially or otherwise, in the resolution.

As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Mrs. Pammi Mounika (DIN: 11111376)
Date of Birth and Age	17/06/1980 & 45 years
Brief Resume including Qualification and Experience	Mrs. Pammi Mounika is a seasoned professional with over 15 years of leadership experience across marketing, insurance, administration, CSR, and strategic consulting. She holds an MBA in Marketing and has led business transformation initiatives with a strong focus on operational efficiency and governance. As a former MD of MNRG Technologies, she brings deep strategic insight and board-level acumen. Her expertise spans corporate strategy, stakeholder engagement, and sustainable development.
Details of Remuneration paid and last drawn remuneration	Nil
Date of First Appointment in the	20.06.2025



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Board	
Expertise in specific functional areas	Her expertise spans corporate strategy, stakeholder engagement, and sustainable development.
Shareholding in the Company	Nil
Relationship with other Directors, Key Managerial Personnel	Nil
Directorship in other Companies	Cura Technologies Limited, Ortin Global Limited and Variman Global Enterprises Limited
Membership / Chairmanship in committee of the other companies	<u>Committees:</u> Ortin Global Limited – Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil

**For and on behalf of the Board of Directors
Bandaram Pharma Packtech Limited**

Place: Bengaluru

Date: 20.06.2025

Deepak Reddy B

**Chairman and Managing Director
(DIN: 07074102)**

NOTES:

- 1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 09/2024 dated 19.09.2024 and SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 (hereinafter collectively referred to as “the Circulars”), in relation to “Clarification on holding of Extra Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)”, permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the said Circulars, the EGM of the Company is being held through VC/OAVM.
- 2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3) The Deemed Venue of the EGM of the Company shall be its Registered Office.

BANDARAM PHARMA PACKTECH LIMITED

CIN : L93090TG1993PLC088165

Reg. off: Oxford towers, Unit No. 601, 5th Floor, Old Airport Road, Kodihalli, Bangalore-560008

E Mail: info.bandaram@gmail.com Phone No. 080 40952127



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- 4) Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
- 5) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
- 6) In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ R&T Agent. Members may note that the Notice will also be available on the Company's website www.bandaram.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. www.evotingindia.com.
- 7) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 8) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
- 9) To avoid fraudulent transaction(s), the identity/ signature of the Members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
- 10) Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
- 11) Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
- 12) For any communication, the shareholders may also send requests to the Company's email id: infoshivemedicare@gmail.com.
- 13) Company has appointed CDSL to provide Video Conferencing facility for the Extraordinary General Meeting and the attendant enablers for conducting of the e-EGM.
- 14) In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
- 15) Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter /



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Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at manojparakhassociates@gmail.com.

- 16) Recent circular requires submission of Aadhaar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhaar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhaar card/PAN details to the Company/ Registrar and Share Transfer Agents Cameo Corporate Services Limited.
- 17) Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Cameo Corporate Services Limited, Share Transfer Agents of the Company for their doing the needful.
- 18) In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
- 19) The company has appointed M/s. Manoj Parakh & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.
- 20) Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
- 21) In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
- 22) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 23) The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 24) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on 18.07.2025 at 09:00 a.m. and ends on 20.07.2025 at 05:00 p.m. The remote e-voting module shall be disabled by CDSL 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., 14.07.2025. may cast their vote electronically. The voting right of shareholders shall be



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in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e., 14.07.2025

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

In case of Individual shareholders holding shares in demat mode:

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting



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	service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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.co or contact at toll free no. 1800 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 1. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Bandaram Pharma Packtech Limited> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



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- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address manojparakhassociates@gmail.com and infoshivamedicare@gmail.com respectively. (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - The company has appointed Mr. Manoj Parakh, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchange within 24 hours from the conclusion of the Meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)



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2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

**For and on behalf of the Board of Directors
Bandaram Pharma Packtech Limited**

**Place: Bengaluru
Date: 20.06.2025**

**Deepak Reddy B
Chairman and Managing Director
(DIN: 07074102)**