

**Date: 21<sup>st</sup> June, 2024**

To,  
BSE Limited  
P J Towers,  
Dalal Street,  
Mumbai – 400 001

**Sub: Notice of Extraordinary General Meeting of Members.  
Scrip Code: 532669**

**Dear Sir,**

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Monday, July 15, 2024 at 11.00 a.m. at Anion Conference Hall, Swarna Jayanti Complex, 8<sup>th</sup> Floor, Beside Maitrivanam, Ameerpet, Hyderabad -500038. We are submitting herewith Notice of EGM of the Company along with explanatory statement, which is being sent to the Members.

The copy of the said EGM Notice is also uploaded on the website of the Company i.e, [www.sol.net.in](http://www.sol.net.in)

Kindly take the same on your record.  
Thanking you,

Yours faithfully,  
**For Southern Online Bio Technologies Limited**

**Pagidipati** Digitally signed by  
**i Devaiah** Pagidipati Devaiah  
Date: 2024.06.21  
16:11:41 +05'30'

**Devaiah Pagidipati**  
**Managing Director**  
**DIN: 05147621**

**CIN: L72900TG1998PLC030463**

Registered Office: A3, 3rd Floor, Office Block, Samrat Complex, Saifabad, Hyderabad - 500 004. Telangana, India.

Phones: +91-40-23241999, +91-40-44341999, Fax: +91-40-23241444, email: [cs@sol.net.in](mailto:cs@sol.net.in), website: [www.sol.net.in](http://www.sol.net.in)

Unit - I : Survey No. 6 & 7, Samsthan Narayanapur (V&M), Yadadri Bhuvanagiri Dist., Telangana, Ph.: +91 8681 287575

Unit - II : Plot No. 45/A, APIIC-SEZ, Atchutapuram (V&M), Visakhapatnam Dist.-531011, Andhra Pradesh, India.

Corporate Office: Flat No. 602, 6th Floor, Swarna Jayanthi Complex, Beside Maitrivanam, Ameerpet, Hyderabad - 500 038.



# SOUTHERN ONLINE BIO TECHNOLOGIES LIMITED

## NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of SOUTHERN ONLINE BIO TECCHNOLOGIES LIMITED will be held at Anion Conference Hall, Swarna Jayanti Complex, 8<sup>th</sup> Floor, beside Maitrivanam, Ameerpet, Hyderabad, Telangana 500038 on July 15, 2024 at 11:00 A.M. to transact the following businesses:

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### **SPECIAL BUSINESS:**

#### **Item No.1**

**Appointment of Mr. Rahuldev Pagidipati (DIN: 01646700) as a Non-Executive Director of the Company.**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Section 152, 160 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rahuldev Pagidipati (DIN: 01646700), who was appointed as an Additional Director (Non-Executive Non Independent category) by the Board of Directors pursuant to the provisions of section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective 24<sup>th</sup> April, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature to the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company, who shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

#### **Item No.2**

**To approve the appointment of Dr. Sarat Yenigalla (DIN: 01825442) as Non-Executive Independent Director of the Company.**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Section 152, 160 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), Dr. Sarat Yenigalla (DIN:

01825442), who was appointed as an Additional Director (Non-Executive Independent category) by the Board of Directors pursuant to the provisions of Section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective 30<sup>th</sup> May, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature to the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Dr. Sarat Yenigalla (DIN: 01825442), to the office of Non-Executive Independent Director, who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 30<sup>th</sup> May, 2024 as recommended by the Nomination and Remuneration Committee, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

### **Item No.3**

#### **Creation of Charge / Mortgage on the assets of the Company.**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

“**RESOLVED that** the consent of the Company be and is hereby accorded in terms of the provisions of section 180(1)(a) of the Companies Act, 2013 (previously being Section 293(1)(a) of the Companies Act, 1956) to the Board of Directors of the Company to mortgage and/or charge all the immovable & movable properties of the company wheresoever situate, both present and future, and whole or substantially whole of the undertaking of the company (\*with power to takeover the management of the business and concern of the company in certain events) to or in favor of any bank(s)/lender(s) to secure such sum or sums as they may deem requisite but not exceeding Rs.450 crores/- (Rupees Four Hundred Fifty crores only)

**Item No.4**

**Revision in overall borrowing powers of the Company**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 (previously being Section 293(1)(d) of the Companies Act, 1956), to the Board of Directors to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from company’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding, at any given point of time shall not exceed the sum Rs. 450 crores. (Rupees Four Hundred Fifty Crores only)

By order of the Board  
**For Southern Online Bio Technologies Limited**

Place: Hyderabad

Date: 30.05.2024

**Sd/-**  
**Devaiah Pagidipati**  
Managing Director  
DIN: 05147621

## NOTES:

1. **A member entitled to attend and vote at this Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the EGM is annexed hereto.
3. Members/proxies/authorized representatives are requested to bring their copies of EGM Notice and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID No. and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of EGM Notice will not be provided at the meeting.
4. The International Securities Identification Number (ISIN) allotted to the Company's equity shares is INE371B01023. Trading in the equity shares of the Company through Stock Exchanges was made compulsory in dematerialized form. Shareholders are advised to open demat accounts with any of the Depository Participants (DPs) of their choice registered with NSDL and CDSL and convert their physical holding into electronic holding.
5. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to the Company / Registrar and Share Transfer Agents, M/s. Aarthi Consultants Private Limited (RTA). Members are encouraged to utilize Electronic Clearing System (ECS) for receiving dividends.
6. Non-Resident Indian Members are requested to inform RTA, immediately of:
  - a. Change in their residential status on return to India for permanent settlement
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the EGM.
8. All relevant documents referred in the accompanying Notice and explanatory statement are open for inspection to the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays up to the date of the EGM.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding

shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depository Participant to enable the Company to send communications electronically.
11. The Notice of the EGM along with the Explanatory Statement is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. Members may also note that the Notice of EGM and Explanatory Statement will be available on the Company's website, [www.sol.net.in](http://www.sol.net.in) The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members desiring any information as regards accounts are requested to write to the Company to: [cs@sol.net.in](mailto:cs@sol.net.in) at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
13. Since E-Voting facility is provided to the Members pursuant to Sub-regulation (1) of Regulation 44 of SEBI (LODR) Regulations, 2015 and pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, the chairman shall call for voting by poll at the meeting and upon such call being made, the voting by show of hands will not be allowed at the meeting.
14. The results of the e-voting and result of the physical voting at the meeting will be declared within 2 working days from conclusion of the meeting and the results along with the scrutinizer's report shall be placed on the website of the Company.
15. The members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 08<sup>th</sup> day of July 2024, being the cutoff date, may cast their vote (for or against) electronically.
16. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
17. Mr. Jineshwar Kumar Sankhala, (Membership No A21697 and CP No 18365) Practising Company Secretary has been appointed by the Board as Scrutinizer for the purpose of ascertaining the requisite majority for all the businesses in a fair and transparent manner. The results declared along with the scrutinizer's report shall be submitted to the Exchange and simultaneously be placed on the website of the Company.
18. The Proxy Form and the Attendance slip are enclosed with this notice.

## INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING

- (i) The voting period begins on from 9.00 A.M. on Friday 12<sup>th</sup> July, 2024 to 05.00 P.M on Sunday, 14<sup>th</sup> July, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 08<sup>th</sup> July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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 shareholders/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.

- (iv) 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 and joining virtual meetings 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	<ol style="list-style-type: none"> <li data-bbox="376 360 1437 651">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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li data-bbox="376 689 1437 1115">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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="376 1153 1437 1272">3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="376 1310 1437 1688">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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800225533.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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.</li> </ul>
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(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) 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.

**(xvi) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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 viz; [ambicaagarbathi@rediffmail.com](mailto:ambicaagarbathi@rediffmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 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

By order of the Board  
**For Southern Online Bio Technologies Limited**

Place: Hyderabad

Date: 30.05.2024

**Sd/-**  
**Devaiah Pagidipati**  
Managing Director  
DIN: 05147621

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102, ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "THE ACT"), THE RULES MADE THEREUNDER, AS APPLICABLE, THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS "SEBI LISTING REGULATIONS") AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)**

The following statement sets out all material facts relating to the items of Special Business mentioned in the accompanying EGM Notice:

**Item No. 1**

Your Board of Directors, with an objective of supplementing the market dynamics and growing compliance responsibilities at Board level and in order to further broadbase the Board strength, appointed Mr. Rahuldev Pagidipat (DIN: 01646700) to the office of Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013, effective April 24, 2024. He shall hold the office as such till the next Annual General Meeting or upto a maximum period of three months from the date of appointment, whichever is earlier.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act, along with requisite deposit, proposing her candidature for the office of Director. The Company has also received from Mr. Rahuldev Pagidipat (DIN: 01646700) (i) consent in writing to act as Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that she is not disqualified to act as Director under Section 164(2) of the Act and (iii) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Mr. Rahuldev Pagidipat (DIN: 01646700), as a Non-Executive Director on the Board of the Company, who shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Rahuldev Pagidipat (DIN: 01646700), and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this till the date of EGM and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@sol.net.in.

Mr. Rahuldev Pagidipat is a Bachelor's degree in Economics from the University of Florida, a Master of Business Administration degree from the Kellogg School of Management at Northwestern University, and a Juris Doctor degree from Northwestern University School of Law and Rahul served on the Board of Directors of Suncoast Labs, and Freedom Health. He is a licensed attorney in the State of Florida. He is an early crypto investor and a blockchain enthusiast and owns Awlencann Innovations (Zebpay), one of India's largest crypto exchanges. He possesses immense wealth of knowledge and expertise in her field and brings with him fair amount of experience that would definitely help the Company to set good standards of Corporate Governance. Keeping the said in view, it will be in the best interest of the Company that Mr. Rahuldev Pagidipati (DIN: 01646700) be appointed to the office of Director of the Company.

Except Mr.Rahuldev Pagidipati, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

More details about Mr Rahuldev Pagidipati are provided in the "Annexure" to the Notice pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI.

Your Board of Directors recommend the Special Resolution for your consideration and approval.

## **Item No. 2**

Independent Director are appointed on the Company's Board for a term of five consecutive years and are eligible for reappointment, making the term of the overall Board staggered in

nature. The Nomination and Remuneration Committee ('NRC') of the Board regularly discusses the succession of Independent Directors coming up for re-appointment or approaching end of their term. It assesses the balance of skills, knowledge and experience available with the Board as a whole and tries to recognize the possible gaps on account of such staggered terms, in order to maintain orderly succession of the Board.

To address such possible gaps created/to be created within the Board, the NRC prepares a criterion of preferred skills/qualifications and expected role of the prospective independent directors and evaluates the prospective candidates from a wide range of backgrounds who fits into the criteria. In line with this, the NRC has, over a period of time, perused through profiles of prospective independent directors. It strongly believes that Dr Sarat Yenigalla (DIN: 01825442) fits into the criteria of skills/qualifications in the areas of finance, governance and management.

The NRC and the Board are of the opinion that the association of Dr. Sarat Yenigalla, would help the Company strengthen its corporate governance. The Board also believes that he possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of economics, risk management, assurance, tax and advisory.

Accordingly, Dr. Sarat Yenigalla (DIN: 01825442) was appointed as an Additional Director (Independent Category), by the Board of Directors at their Meeting held on May 30, 2024, for a term of five consecutive years with effect from May 30, 2024 to May 29, 2029, subject to the approval of members of the Company.

He possesses immense wealth of knowledge and expertise in his field and brings vast and rich experience that would definitely help the Company to take itself to the next level of growth. Keeping the said in view, it will be in the best interest of the Company that the said Additional Director be appointed as Director on the Board of the Company.

The Company has received a Notice in writing from its member as required under Section 160 of the Act proposing the candidature of Dr Sarat Yenigalla for the office of Director of the Company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting.



The Company has also received from Dr. Sarat Yenigalla (DIN: 01825442) (i) consent in writing to act as Independent Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that he is not disqualified to act as Director under Section 164(2) of the Act (iii) declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

In terms of Sections 149 and 152 and Schedule IV of the Companies Act, 2013, the Board is of the opinion that Dr Sarat Yenigalla fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations and is independent of the management as well.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Dr Sarat Yenigalla requires the approval of the members by way of a special resolution.

Pursuant to the provisions of Section 149 of the Act, an independent director shall hold office for a term upto 5 (Five) consecutive years on the Board of a company and such Director shall not be included in the total number of directors for calculating the number of directors who would retire by rotation.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Dr Sarat Yenigalla as an Independent Director on the Board of the Company for a term of five consecutive years effective from May 30, 2024 to May 29, 2029.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Dr Sarat Yenigalla, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Date of EGM.

Except Dr Sarat Yenigalla being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations 2015.

More details about Dr Sarat Yenigalla are provided in the "Annexure" to the Notice pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI.

Your Board of Directors recommend the Special Resolution for your consideration and approval.

### **Item No. 3**

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company for which authorization for creation of charge on assets of the Company for securing the borrowings made by the Company is also proposed to be increased to Rs. 450 crores.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

### **Item No. 4**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose the Company from time to time raise finance from various Banks and/ or Financial Institutions and/ or any other lending Institutions and / or Bodies Corporate and / or such other persons/ individuals as may be considered fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limit to Rs. 450 crores for the Company pursuant to section 180(1(a) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the Paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a General Meeting.

## BRIEF PROFILES

**Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure requirements and Regulation, 2015) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2')**

<b>Name of the Director</b>	Mr Rahuldev Pagidipati (DIN: 01646700)	Dr Sarat Yenigalla (DIN: 01825442)
<b>Date of Appointment including terms and conditions of appointment</b>	Appointed as an Additional Director (Non - Executive Director) of the Company on 24.04.2024. Proposed for appointment to the office of Director, liable to retire by rotation.	Appointed as an Additional Director (Non-Executive Independent Category) of the Company on 30.05.2024 for a period of 5 years, subject to the approval of members in their Extra Ordinary General Meeting
<b>Date of first appointment on the Board</b>	24.04.2024	30.05.2024
<b>Date of Birth</b>	13.12.1977 (47 years)	25.07.1956 (Age: 68 years)
<b>Expertise in Specific Functional areas</b>	Legal compliances	Corporate functions
<b>Educational Qualification</b>	<ul style="list-style-type: none"> <li>• Bachelor's Degree in Economics from the University of Florida</li> <li>• Master of Business Administration degree from the Kellogg School of Management at Northwestern University, and a Juris Doctor degree from Northwestern University School of Law</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Medicine and Surgery (MBBS)</li> </ul>
<b>Directorships in other Companies including listed companies</b>	<ol style="list-style-type: none"> <li>1) Inventcorp Technologies Limited</li> <li>2) Nanocare Health Services Private Limited</li> <li>3) Ebazzar IT Solutions Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. United Health Systems Private Limited</li> <li>2. Fortis Infra Projects Private Limited</li> </ol>
<b>Membership / Chairmanships of committees of Other Boards (other than the</b>	Nil	Nil

Company)		
Listed entities from which the appointed director has resigned in the past three years	Nil	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	No remuneration other than Sitting Fee as decided by the Board of Directors	No remuneration other than Sitting Fee as may be decided by the Board of Directors
Shareholding in the Company as on date	Nil	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr Rahuldev Pagidipati possess good knowledge and expertise in the areas of Business Operations that would definitely help the Company grow in future.	He possesses good knowledge and expertise in legal related areas that would definitely help the Company to set good standards of Corporate Governance
Relationship between Directors inter-se	Son of Dr. Devaiah Pagidipati, Chairman and Managing Director of the Company	Nil
Number of Meetings of the Board attended during the FY 2023-24	NA	N.A

By order of the Board  
For Southern Online Bio Technologies Limited

Place: Hyderabad

Date: 30.05.2024

Sd/-  
Devaiah Pagidipati  
Managing Director  
DIN: 05147621

**SOUTHERN ONLINE BIO TECHNOLOGIES LIMITED**

(CIN: L72900TG1998PLC030463)

Registered Office: Flat No. A3, 3rd Floor, Office Block, Samrat Complex, Saifabad,  
Hyderabad - 500004

Email: cs@sol.net.in, website: www.sol.net.in

**Form MGT-11 Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the  
Companies (Management and Administration) Rules, 2014]

Regd. Folio No :	DPID :
No of Shares Held :	Client ID :

I, \_\_\_\_\_ being the member of Southern Online Bio Technologies Limited holding \_\_\_\_\_ equity shares of the above named company, hereby appoint

Name & Address:

Email ID:

Signature: \_\_\_\_\_

and whose signatures are appended below as my proxy to attend and vote, in case of a poll, for me and on my behalf at the Extra Ordinary General Meeting of the Company, to be held on July 15, 2024 at 11.00 AM at Anion Conference Hall, Swarna Jayanti Complex, 8<sup>th</sup> Floor, beside Maitrivanam, Ameerpet, Hyderabad, Telangana 500038 and at any adjournment thereof in respect of resolutions are indicated below:

Sl. No	Special Resolution (s)	Vote	
		For	Against
1	Appointment of Mr. Rahuldev Pagidipati (DIN: 01646700) as a Non-Executive Director of the Company.		
2	To approve the appointment of Dr. Sarat Yenigalla (DIN: 01825442) as Non-Executive Independent Director of the Company.		
3	Creation of Charge / Mortgage on the assets of the Company		
4	Revision in overall borrowing power of the Company		

\*Applicable for investors holding shares in Electronic form.

Signed this day .....

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Note:

Affix  
Revenue  
Stamp

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.

**SOUTHERN ONLINE BIO TECHNOLOGIES LIMITED**

(CIN: L72900TG1998PLC030463)

Registered Office: Flat No. A3, 3rd Floor, Office Block, Samrat Complex, Saifabad,  
Hyderabad - 500004

Email: cs@sol.net.in, website: www.sol.net.in

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the member attending \_\_\_\_\_

Member's Folio No/ ~~Client~~ ID: \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_ (To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the Southern Online Bio Technologies Ltd., to be held on July 15, 2024 at 11.00 AM at Anion Conference Hall, Swarna Jayanti Complex, 8<sup>th</sup> Floor, beside Maitri Vanam, Ameerpet, Hyderabad, Telangana 500038.

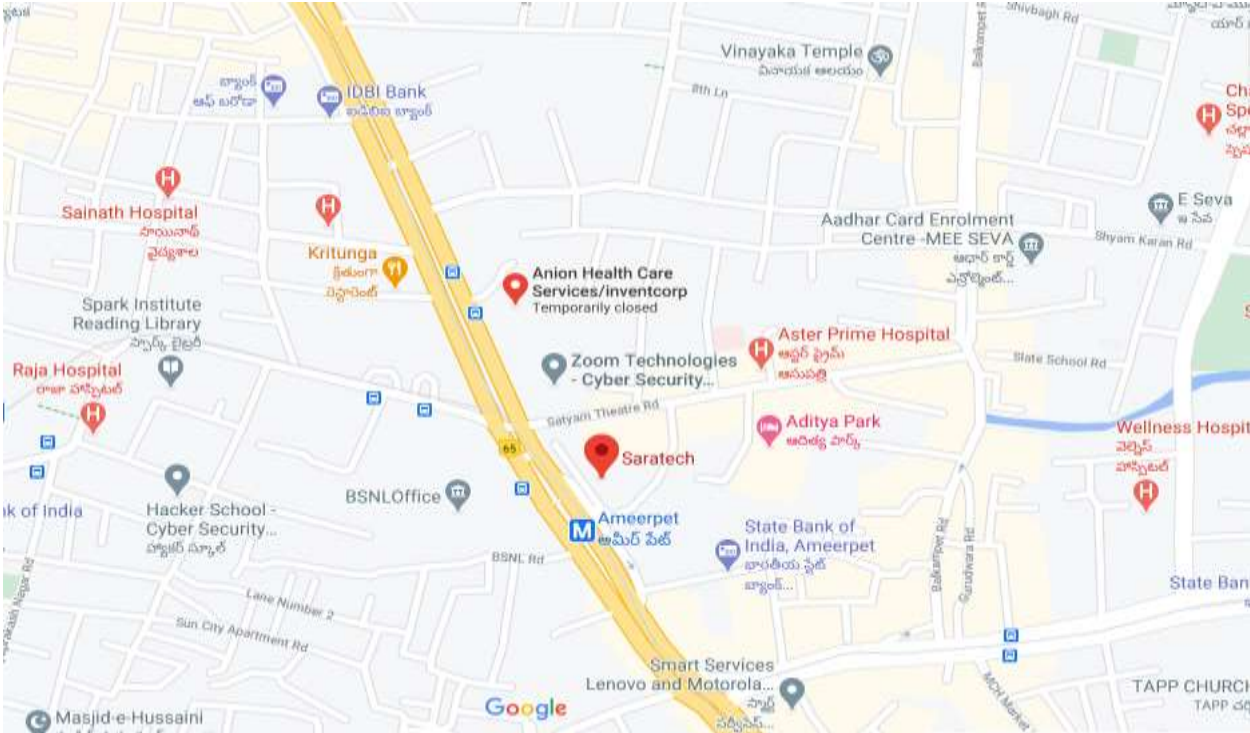
..... Member's / Proxy's Signature

**Note:**

1. Members are requested to bring their copies of the EGM Notice to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

In terms of the Requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India; route map for the location of the venue of the Extra Ordinary General Meeting is given below:

**ROUTE MAP FOR EGM VENUE**



**Form No.MGT-12**

**POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration Rules, 2014)

CIN	L72900TG1998PLC030463		
Name of the Company	<b>SOUTHERN ONLINE BIO TECHNOLOGIES LIMITED</b>		
Registered Office	Flat No. A3, 3rd Floor, Office Block, Samrat Complex, Saifabad, Hyderabad - 500004		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client ID		DP ID	
Number of Equity shares held			

I hereby exercise my vote in respect of Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Sl. No	Special Resolution (s)	Vote	
		For	Against
1	Appointment of Mr. Rahuldev Pagidipati (DIN: 01646700) as a Non-Executive Director of the Company.		
2	To approve the appointment of Dr. Sarat Yenigalla (DIN: 01825442) as Non-Executive Independent Director of the Company.		
3	Creation of Charge / Mortgage on the assets of the Company		
4	Revision in overall borrowing powers of the Company		

Place:

Date:

(Signature of the Shareholder/Proxy)