

CORRIGENDUM TO THE NOTICE OF THE 06th ANNUAL GENERAL MEETING

The 06th Annual General Meeting (“AGM”) of the Members of Entero Healthcare Solutions Limited (“the Company”) is scheduled to be held on Wednesday, August 28, 2024, at 11.30 a.m. IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM). The Notice of the AGM (“AGM Notice”) was dispatched (through email) to the Shareholders of the Company on August 03, 2024 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

The Company is circulating this Corrigendum with respect to Explanatory Statement of Agenda Item No. 5 of the Notice of the AGM. This Corrigendum is being issued to give notice to amend details as mentioned herein:

The members are required to note the correction on page no. 15 in para no. 2 & 3 of Item no. 5 of the Explanatory Statement of the AGM Notice as mentioned below:

1. Deletion of “of Rs. 2000 crores or limits” in para no. 2 of item no. 5 of the Explanatory Statement of the AGM Notice.
2. Deletion of “limit of Rs. 2,000 Crores (Rupees Two Thousand Crores), or” in para no. 3 of item no. 5 of the Explanatory Statement of the AGM Notice.

Except as detailed in the Corrigendum and except as modified by this Corrigendum, all other contents of the AGM Notice along with Explanatory Statement dated August 02, 2024, shall remain unchanged.

This Corrigendum to the AGM Notice shall form an integral part of the AGM Notice, which has already been circulated to the Shareholders of the Company. The AGM Notice shall always be read in conjunction with this Corrigendum. This Corrigendum is also be made available on website of the stock exchange NSE and BSE and on the website of the Company at www.enterohealthcare.com.

For Entero Healthcare Solutions Limited

Jayant Prakash
General Counsel, Company Secretary & Compliance Officer
(Mem: F6742)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 6th Annual General Meeting of Members of Entero Healthcare Solutions Limited, CIN: L74999HR2018PLC072204 ("the Company") will be held on Wednesday, 28th August, 2024 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of Board of Directors and the Auditors' thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended 31st March, 2024 together with the report of the Auditors' thereon.
2. To appoint a Director in place of Ms. Sumona Chakraborty (DIN: 09597426), who retires by rotation and being eligible, offers herself for re-appointment.
3. **To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of Statutory Auditors of the Company:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, M/s. M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 6th Annual General Meeting (AGM) to be held in the year 2024 until the conclusion of the 11th AGM of the Company to be held in the year 2029, on such remuneration as may be mutually agreed upon between the Board of Directors and the statutory auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things, as may be necessary and expedient for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

4. **Appointment of Mr. Kevin Rohitbhai Daftary (DIN:10637792) as Non-Executive Non Independent Director 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 152, 160 and other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Mr. Kevin Rohitbhai Daftary (DIN: 10637792) who was appointed as an Additional Director (Non-Executive Non-Independent Director), in terms of Section 161 of the Act with effect from 29th May, 2024 and pursuant to the recommendation of Nomination and Remuneration Committee as well as the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT Company Secretary and Compliance Officer and any one of the Directors of the Company be and are hereby severally authorized to do all necessary things including filing requisite e-forms with Ministry of Corporate Affairs."

5. **Approval for increase in limits to provide loan, guarantee or security in respect of loan made to any person or body corporate or to make investment in any other body corporate under Section 186 of the Companies Act, 2013**

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

"RESOLVED THAT in supersession of the Special Resolution passed by the members at the Extra Ordinary General

Meeting of the Company held on 7th September, 2023, and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and subject to such other approvals, sanctions and consents as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to: **(a)** give loans, from time-to-time on such terms and conditions as it may deem expedient to any person or other bodies corporate; **(b)** give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and **(c)** acquire by way of subscription, purchase or otherwise securities of any body corporate from time-to-time, in one or more tranches, (excluding any guarantees given or securities provided for loans taken by any wholly owned subsidiaries, or securities acquired in one or more wholly owned subsidiaries) upto an aggregate amount of Sixty percent of the total paid up share capital and free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, (whichever is higher);

notwithstanding the fact that the aggregated amount of the loan(s) and investment(s), so far made, the amounts for which guarantee(s) given, along with the investment(s), loan(s), guarantee(s) and security(ies) in respect of loan(s) proposed to be made or given by the Board may exceed sixty percent of the total paid up share capital and free reserves and securities premium account or one hundred percent of its free reserves and securities premium account (whichever is higher) as per section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment(s) within the aforesaid limits including the power to transfer, lien and dispose of the investment(s) so made, from time-to-time, giving loan(s) to any person or body corporate or giving guarantee(s) or providing security in connection with a loan(s) to any other person or body corporate as they may deem fit and in the best interest of the Company and to execute all deeds, documents and other writings.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, matters and things to the extent it may be desirable and expedient to give effect to the aforesaid resolution including the power to settle any and all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

6. Ratification of Approval of the ‘Entero Employee Stock Option Plan, 2023’ (“ESOP 2023”/ “Plan”)

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the special resolution passed by the members at the Extraordinary General Meetings held on 7th September, 2023 prior to initial public offering (“IPO”) of equity shares by the Company and the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Share Capital and Debentures) Rules, 2014 (the “**Companies SCD Rules**”), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), the rules and regulations framed thereunder and any rules, circulars, notifications, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the provisions of any regulations/ guidelines prescribed by the Securities and Exchange Board of India (“**SEBI**”) and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time-to-time) and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) including condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and the acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Board Committee, including the Nomination and Remuneration Committee of the Board (“**NRC**”), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations), “Entero Employee Stock Option 2023” (“**ESOP 2023**”/ “**Plan**”), be and is hereby ratified within the meaning of Regulation 12 of SEBI SBEB Regulations and the consent of the Members be and is hereby accorded to the Board and NRC to create, offer, grant, issue, vest, allot such number of options which shall not exceed 3,97,990 (Three Lakhs Ninety-Seven Thousand

Nine Hundred and Ninety Only) exercisable into Equity Shares (of face value of Rs. 10/-) not exceeding 3,97,990 (Three Lakhs Ninety-Seven Thousand Nine Hundred and Ninety Only) in one or more tranches, from time-to-time, to the employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and NRC and permitted under the SBEB Regulations but does not include an employee who is a promoter or a person belonging to the promoter group (“**Eligible Employees**”), with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the “Entero Employee Stock Option 2023” (“ESOP 2023”/ “Plan”), the accounting policies, SBEB Regulations and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time-to-time in accordance with “Entero Employee Stock Option 2023” (“ESOP 2023”/ “Plan”) and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications/ changes revisions in the Plan or suspend/ withdraw/ revive the Plan as deem fit, from time-to-time, provided that the same is in conformity with the Companies Act 2013 and the rules made thereunder and SEBI SBEB Regulations, as amended, the Memorandum and Articles of Association of the Company and any other applicable laws, rules and regulations thereunder and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Plan.

RESOLVED FURTHER THAT the authority granted to the Board to grant ESOPs and ESOPs granted by the Board under the ESOP 2023 be and is hereby ratified;

RESOLVED FURTHER THAT any Director of the Company or company secretary be and is hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

7. Ratification of the extension of the benefits under the ENTERO EMPLOYEE STOCK OPTION PLAN, 2023’ (“ESOP 2023”/ “PLAN”) to the employees of subsidiary companies of the Company:

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

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”) and other applicable provisions of the Act for the time being in force and as may be modified from time-to-time, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“**Applicable Laws**”), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the extension of “ENTERO EMPLOYEE STOCK OPTION PLAN, 2023” (“ESOP 2023”/ “PLAN”) details of which are set out in the explanatory statement annexed hereto, as approved by the Members of the Company on 7th September, 2023, prior to the listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited to the eligible employees of subsidiary companies in or outside India (as defined in the Act) be and is hereby ratified and approved within the meaning of SEBI SBEB Regulations, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB Regulations) to create, offer, grant, issue and allot in one or more tranches under the “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”) at any time to or for the benefit of the eligible employees of subsidiary companies in or outside India (as defined in the Act) such number of employee stock options (“ESOPs”) exercisable into equity shares of the Company not exceeding 3,97,990 (Three Lakhs Ninety-Seven Thousand Nine Hundred Ninety Only) employee stock options (“ESOPs”), corresponding to 3,97,990 (Three Lakhs Ninety-Seven Thousand Nine Hundred Ninety Only) equity shares of the Company, under the “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”) and, at such price as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and is hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

8. Alteration of the Articles of Association of the Company and insertion of clauses pursuant to Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Regulation 31B and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) the Articles of Association of the Company be and is hereby altered by inserting the following new sub clause (b) in Article 131 after existing sub clause (a) and consequently existing sub clauses (b), (c) and (d) of Article 131 be renumbered as sub clause (c), (d) and (e) of Article 131, respectively:

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- (b) (i) As long as any investor (unique identity) holds 10% or more of the share capital of the Company on fully diluted basis, such investor shall have a right to nominate 1(One) Director on the Board of Directors of the Company, which right shall also include a right to remove or replace the Nominee Director with any other nominee of such Investor. The right to appoint such nominee director shall also include right to appoint alternate director in accordance with the provisions of the Companies Act, 2013.

Such investor shall further have a right to nominate one nominee director each to the committees of the Board as may be constituted by the Company provided the composition of all committees shall, to the extent required, be in compliance with SEBI Listing Regulations and Companies Act, 2013.

- (ii) As long as any investor (unique identity) holds 20% or more of the share capital of the Company on fully diluted basis, such investor shall have a right to nominate 2(Two) Directors on the Board of Directors of the Company, which right shall also include a right to remove or replace the Nominee Director with any other nominee of such Investor. The right to appoint such nominee director shall also include right to appoint alternate director in accordance with the provisions of the Companies Act, 2013.

Such investor shall further have a right to nominate one nominee director each to the committees of the Board as may be constituted by the Company provided the composition of all committees shall, to the extent required, be in compliance with SEBI Listing Regulations and Companies Act, 2013.”

RESOLVED FURTHER THAT pursuant to Regulation 31B and other applicable provisions of SEBI LODR Regulations”, approval of the members of the Company be and is hereby accorded to grant of special rights to shareholders of the Company as provided in the Article 131(b) of the Articles of Association as well as any other related or consequential rights.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any of its duly authorised Committees) and / or Company Secretary or any officer(s) so authorised by the Board), be and are hereby severally authorised to do all acts, deeds, matters and things as they may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

By order of the Board of Directors

Jayant Prakash

General Counsel, Company Secretary and Compliance Officer

Place: Mumbai

Date: 2nd August, 2024

Registered Office:

Plot No. I-35, Building -B, Industrial Area Phase-I, 13/7 Mathura Road, Faridabad, Haryana- 121003.

Corporate Office:

Unit No. 605 & 606, 6th Floor, Trade Centre, Bandra Kurla Complex, Mumbai-400051.

NOTES:

1. In compliance with the Ministry of Corporate Affairs (“MCA”) General Circular No. 02/2022 dated 5th May, 2022 read with Circular Nos. 20/2020, 14/2020, 17/2020, 02/2021, 21/2021 and 09/2023 dated 5th May, 2020, 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December, 2021 and 25th September 2023 respectively (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (“SEBI Circular”) and any other applicable circulars issued by MCA & SEBI in this regard (collectively referred to as MCA and SEBI circulars), the Company will be conducting 6th Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing or Other Audio Visual Means (“VC”/“OAVM”)

Central Depository Services (India) Limited (“CDSL”), shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No.16 below.

In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarifications/ Guidance on applicability of Secretarial Standards-1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed to this Notice.

2. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“Act”)
3. The Statement pursuant to section 102(1) of Act in respect of the special business set out in the Notice, is annexed hereto. All documents referred to in the Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investor.grievance@ehspl.com.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/**

OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/ Authority Letter, etc., authorising their representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-voting or during the AGM.

The said Resolution/ Authorisation shall be sent to the Scrutinizer by email through its registered email address to amit.jaste@ajcs.in with a copy marked to helpdesk.evoting@cdslindia.com and to the Company at investor.grievance@ehspl.com.

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote thereat.

6. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are LinkIntime India Private Limited, having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083; Website: www.linkintime.co.in and E-mail: rnt.helpdesk@linkintime.co.in.

7. **Electronic Dispatch of Notice and Annual Report:**

The Annual Report for Financial Year 2023-24 and the notice of Annual General Meeting of the Company is being sent only through electronic mode to those members whose email address is registered with the Company or the Depository Participant(s) pursuant to Sections 101 and 136 of the Act read with rules framed thereunder and Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and in compliance with MCA and SEBI circulars.

The Annual Report for Financial Year 2023-24 and Notice of the AGM is also uploaded on the website of the Company and website of the Stock Exchanges. Notice of the AGM is also posted on the website of the evoting service provider i.e. www.evotingindia.com and can be accessed through following links:

Company's website www.enterohealthcare.com.
(Annual Report & Notice)

Stock Exchanges www.bseindia.com;
website www.nseindia.com

RTA's website <https://www.linkintime.co.in>

Members can request for hard copy of the Annual Report by sending a request at investor.grievance@ehspl.com.

8. Transfer of Shares Permitted in Demat Form Only

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the RTA/ LinkIntime to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

9. Nomination:

Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Private Limited send an email at: rnt.helpdesk@linkintime.co.in. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

10. TRANSFER AND TRANSMISSION OF SHARES

Mandatory processing of Transfer & Transmission request in Demat form: As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has with effect from 24th January, 2022

has mandated the listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition, etc.

In view of the above and to eliminate the risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings to dematerialised form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the RTA to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure.

11. MEMBERS ARE REQUESTED TO:

- intimate to the RTA, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in physical form;
- intimate to the respective Depository Participant, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic/ dematerialized form;
- quote their folio numbers/ Client ID and DP ID in all correspondence;
- consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and
- register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and RTA/Company, in case of Shares held in physical form, as directed by SEBI.

12. UPDATION OF MANDATORY KYC DETAILS:

- Shares held in physical form:** SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with clarificatory Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, has mandated physical shareholders to furnish PAN, nomination, contact details (postal address with PIN, mobile number & E-mail address), bank account details (bank name & branch, bank account

number and IFSC code) and specimen signature (mandatory KYC). Accordingly, Members holding shares in physical form are requested to complete the mandatory KYC by sending an E-mail request along with duly signed Form ISR-1 and other relevant forms to Link Intime at the E-mail ID: rnt.helpdesk@linkintime.co.in

II. Shares held in dematerialised form: Members holding shares in dematerialized form are requested to submit/ update their KYC details with their respective Depository Participant.

13. UPDATION OF PERMANENT ACCOUNT NUMBER (PAN)/ BANK ACCOUNT DETAILS OF MEMBERS:

SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members holding shares in physical form, if any, are requested to submit their PAN and Bank Account details to the Registrar and Share Transfer Agents along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).

14. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 28th August, 2024. Members seeking to inspect such documents can send an email to Company's investor email id: investor.grievance@ehspl.com

15. GREEN INITIATIVE –REQUEST TO PROVIDE/UPDATE EMAIL ADDRESS

Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Link Intime (in case of Shares held in physical form, if any).

16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.enterohealthcare.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 25th August, 2024 (9:00 am IST) and ends on 27th August, 2024 (5:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st August, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 abovesaid 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 Depository	<ol style="list-style-type: none"> 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 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	<ol style="list-style-type: none"> 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.nsd.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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 & 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

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.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings **for Physical shareholders and shareholders other than individual holding in Demat form.**

6) If you are a first-time user follow the steps given below:

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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

- (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.

- 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.

- (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 Entero Healthcare Solutions Limited 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) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 viz; investor.grievance@ehspl.com (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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7(Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.grievance@ehspl.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7(Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, and mobile number at investor.grievance@ehspl.com (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during

the meeting is available only to the shareholders attending the meeting.

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 rnt.helpdesk@linkintime.co.in
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 AGM & 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 21 09911

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 toll free no. 1800 21 09911.

17. PROCEDURE FOR REMOTE E-VOTING

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the provisions of Regulation 44 of the SEBI Listing Regulations and MCA Circulars, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL on all Resolutions set forth in this Notice, through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility.

Day, date and time of Commencement of remote e-voting	From: Sunday, 25th August, 2024 at 9.00 a.m. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To: Tuesday, 27th August, 2024 at 5.00 p.m. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period. Once the vote on a Resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are explained below:

INSTRUCTIONS

18. VOTING AT THE AGM:

- a. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- b. The e-Voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- c. E-voting during the AGM is integrated with the VC/ OAVM platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- d. Only those Members/ Shareholders, who will be present in the AGM through VC/ OAVM facility and do not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- e. Members who cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

19. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

- a. A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the AGM.
- b. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- c. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e. Wednesday, 21st August, 2024. Members are eligible to cast their vote either through remote e-voting or in the AGM only if they are holding Shares as on that date. A person, who is not a Member, as on the cutoff date is requested to treat this Notice for information purposes only.
- d. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. Wednesday, 21st August, 2024, he/ she/ it may obtain the User ID and Password by contacting evoting service provider at helpdesk.evoting@cdslindia.com

20. SCRUTINIZER FOR E-VOTING AND DECLARATION OF RESULTS:

Mr. Amit Jaste (Membership No F7289) of M/s. Amit Jaste & Associates, Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared within two working days of the conclusion of the Meeting.

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.enterohealthcare.com immediately after the Results are declared and will simultaneously be forwarded to BSE Limited and the National Stock Exchange of India Limited, where Equity Shares of the Company are listed. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 28th August, 2024, subject to receipt of the requisite number of votes in favour of the Resolutions.

21. SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:

- a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write from

their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number to the Company's investor email-id i.e. investor.grievance@ehspl.com upto Wednesday 21st August 2024 (5:00 p.m. IST) so as to enable the Management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

The Company will, at the AGM, endeavor to address the queries received till 5:00 p.m. (IST) on 21st August, 2024, from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

22. SPEAKER REGISTRATION BEFORE AGM:

- a. Members of the Company, holding shares as on the cut-off date i.e., Wednesday, 21st August, 2024 and who would like to speak or express their views or ask questions during the AGM may register as speakers by sending an email to investor.grievance@ehspl.com. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ ask questions during the AGM.

The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

By order of the Board of Directors

Jayant Prakash

General Counsel, Company Secretary and Compliance Officer

Place: Mumbai

Date: 2nd August, 2024

Registered Office:

Plot No. I-35, Building -B, Industrial Area Phase-I, 13/7 Mathura Road, Faridabad, Haryana- 121003.

Corporate Office:

Unit No. 605 & 606, 6th Floor, Trade Centre, Bandra Kurla Complex, Mumbai-400051.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under items of the accompanying Notice dated 2nd August, 2024

ITEM NO. 3

Appointment of Statutory Auditors

This explanatory statement is in terms of Regulation 36(5) of the 'SEBI Listing Regulations', though statutorily not required in terms of Section 102 of the Act.

The Members at the 1st Annual General Meeting ('AGM') of the Company held on 24th December, 2019, had approved appointment of M/s. M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W), as the Statutory Auditors of the Company to hold office from the conclusion of the 1st AGM till the conclusion of the 6th AGM of the Company to be held in the year 2024.

M/s. M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) is a Chartered Accountant firm having strong presence in major cities of the country. M S K A & Associates is engaged in statutory audits of some of the large companies in various sectors.

After evaluating and considering various factors such as rotation of the audit firm, listed status of the Company, industry experience, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. M S K A & Associates, as the Statutory Auditors of the Company, for the second term of five years from the conclusion of Sixth AGM to be held in the year 2024 till the conclusion of Eleventh AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. M S K A & Associates have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 ("Act") and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible nonaudit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including

remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice. Based on the recommendation of the Audit Committee, the Board of Directors recommend the resolution as set out at Item No. 3 of this Notice to the Members for their consideration and approval, by way of a Ordinary Resolution.

ITEM NO 4

Appointment of Mr. Kevin Rohitbhai Daftary (DIN: 10637792) as a Non-Executive Non Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 29th May, 2024 appointed Mr. Kevin Rohitbhai Daftary (DIN: 10637792) as an Additional Director in the category of Non-Executive Non-Independent Director on the Board of the Company and he holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 ("Act") proposing the candidature of Mr. Kevin Rohitbhai Daftary for the office of Non Executive Non Independent Director of the Company. Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 29th May, 2024, has recommended appointment of Mr. Daftary, as Non Executive Non Independent Director of the Company, liable to retire by rotation.

The Company has received:

- i. Consent in writing from Mr. Kevin Rohitbhai Daftary to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules from Mr. Kevin Rohitbhai Daftary, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- iii. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Kevin Rohitbhai Daftary, holds office as an Additional Director upto the date of upcoming Annual General Meeting or for a period of 3 months from the date of appointment whichever is earlier, in accordance with Section 161 of the Act.

Brief profile of Mr. Kevin Rohitbhai Daftary, nature of his expertise in functional areas and names of companies in which he holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under applicable provisions of the Listing Regulations, are provided in the Annexure to this Notice. The Board considers that his skills coupled with his rich experience will benefit the Company.

Pursuant to Sections 152 of the Act, it is proposed to appoint Mr. Kevin Rohitbhai Daftary as a Director liable to retire by rotation.

In accordance with the provisions of Section 152 and other applicable provisions of the Act, appointment of Mr. Kevin Rohitbhai Daftary as Non Executive Non Independent Director, liable to retire by rotation, requires approval of Members of the Company.

Mr. Kevin Rohitbhai Daftary, being appointee is deemed to be concerned or interested in the said resolution. Save as provided above, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 4 as set out in the Notice.

The Board of Directors recommends the resolution as set out at Item No. 4 of this Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

ITEM NO 5

Approval for increase in limits to provide loan, guarantee or security in respect of loan made to any person or body corporate or to make investment in any other body corporate under Section 186 of the Companies Act, 2013:

In line with the growth strategy of the business of the Company, the Company acquires various companies. Such acquisitions may require investment in the form of subsidiaries or which may require giving of guarantees on behalf of Company's subsidiaries/ associates/ Joint Ventures. To achieve these long term strategic and business objectives, the Board of Directors of the Company proposes to make investment in other bodies corporate or grant loans, give guarantee or provide security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("**Act**"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever

is more, with approval of Members by special resolution passed at the general meeting.

While the Company's present limits as provided under Section 186 of the Act allows it to make investments/ grant loan/ provide guarantees upto Rs. 1582.92 crores, considering the future growth, it is considered appropriate to seek approval for an enabling resolution from shareholders upto a limit calculated under Section 186 of the Act.

In view of the aforesaid, it is proposed to obtain approval under Section 186 of the Act, by way of special resolution, up to limits calculated under Section 186 of the Act, whichever is higher, as proposed in the Notice.

None of the Directors and/or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying Notice, except to the extent of their shareholding in the Company.

The above proposal is in the interest of the Company and the Board of Directors recommends the resolution as set out at Item No. 5 of this Notice to the Members for their consideration and approval, by way of a Special Resolution.

ITEM NOS. 6 & 7

Ratification of the adoption of the ENTERO EMPLOYEE STOCK OPTION PLAN, 2023 ("ESOP 2023"/ "PLAN") for employees of the Company and its subsidiaries

The members of the Company at the Extraordinary General Meeting(s) held on 7th September 2023 had adopted the "Entero Employee Stock Option 2023" ("ESOP 2023" / "Plan") in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**").

As per Regulation 12(1) of the SBEB Regulations, no company shall make fresh grant which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to its IPO and prior to the listing of the equity shares ('Pre-IPO Scheme/ Plan') unless:

1. Such Pre-IPO Scheme/ Plan is in conformity with the SBEB Regulations, and,
2. Such Pre-IPO Scheme/ Plan is ratified by its members subsequent to the IPO:

Provided that the ratification may be done any time prior to the grant of new options.

As the Plan was in existence prior to the listing of equity shares on the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, members' approval is being sought in accordance with Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 12 of the SBEB Regulations.

Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

The Company appreciates the role played by people in organizational growth. It strongly acknowledges that the value created by its people should be shared with them. To create the feeling of inclusiveness and recognizing the contribution of the employees in building up the Company and to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize employees, the Company is intending to issue employee stock options under an employee stock option plan namely "Entero Employee Stock Option 2023" ("ESOP 2023" / "Plan") to the employees of the Company, and its holding company and subsidiary company, as relevant, as determined from time-to-time.

a) Brief Description of the "Entero Employee Stock Option 2023" ("ESOP 2023" / "Plan") is given as under:

The Company has formulated the Entero Employee Stock Option 2023 with an aim to encourage and motivate its employees and employees of its subsidiaries (in or outside India) in strengthening and improving their performance, thereby contributing to the overall growth of the Company. The "Entero Employee Stock Option 2023" ("ESOP 2023" / "Plan") will be administered by the Nomination and Remuneration Committee and implemented through direct route.

b) Total number of options to be granted:

3,97,990 (Three Lakhs Ninety-Seven Thousand Nine Hundred Ninety Only) employee stock options ("ESOPs"), corresponding to 3,97,990 (Three Lakhs Ninety-Seven Thousand Nine Hundred Ninety Only) equity shares of the Company, being 1% of the paid-up share capital of the Company as on the date of the adoption of the "Entero Employee Stock Option 2023" ("ESOP 2023" / "Plan").

c) Identification of classes of employees entitled to participate and be beneficiaries in the Entero Employee Stock Option 2023' ("ESOP 2023" / "Plan"):

"Employee" means (a) a permanent employee of the Company working in or outside India; or (b) a Director of the Company, whether a whole-time director or not but excluding an independent director; or (c) employees as mentioned in (a) and (b) above of a Subsidiary Company or Holding Company, in India or outside India, but shall not include:

- (i) an employee who is a Promoter or a person belonging to the Promoter Group; and
- (ii) a director who either by himself/ herself or through his/ her relatives or through anybody corporate,

directly or indirectly, holds more than 10% of the issued and subscribed Shares of the Company

PROVIDED THAT the Company shall take prior approval of the shareholders of the Company by way of a special resolution for Grant of Options to the Employees of the Subsidiary(ies) and Holding Company.

PROVIDED FURTHER THAT post Listing, the term "Employee" shall be read as per the SBEB Regulations as defined below:

"Employee" shall mean -

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (iii) an employee as defined in sub clause (i) or (ii), of a Group Company including Subsidiary Company or its Associate Company, in India or outside India, or of a Holding Company, but does not include-
 - a. an employee who is a Promoter or a person belonging to the Promoter Group; or
 - b. a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Appraisal Process for determining the eligibility of the employees to ESOPs:

The appraisal process for determining the eligibility of the Employee(s) will be specified by the Board/ Nomination and Remuneration Committee and will be based on the eligibility criteria such as tenure, designation and the appraisal, ratings.

e) Requirements of vesting and period of vesting:

Options granted under Plan shall vest not earlier than the minimum Vesting Period of 1(One) year and not later than maximum Vesting Period of 4 (Four) years from the date of Grant.

Vesting of ESOPs shall be subject to, amongst other things, (A) the conditions that a minimum of 1 (One) year has completed from grant date, and (B) compliance with terms and conditions as may be specified by the Nomination and Remuneration Committee including performance metrics on the achievement of which the granted ESOPs would vest.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of notice of resignation / termination shall be exercisable by the Option Grantee within a period of 2 (Two) years from the last working day subject to the Exercise Period specified in the Grant Letter.	All the Unvested Options as on date of notice of resignation/ termination shall stand cancelled with effect from date of such resignation/ termination.
2	Termination due to Misconduct	All the Vested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.	All the Unvested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.
3	Retirement	All the Vested Options as on date of Retirement shall be exercisable by the Option Grantee within the Exercise Period specified in the Grant Letter .	All the Unvested Options shall continue to vest as per Vesting schedule as originally prescribed even after date of Retirement.
4	Death	All the Vested Options as on date of Death can be exercised by the Option Grantee's nominee or legal heirs within an Exercise Period of 2 (Two) years from the date of Death.	All the Unvested Options as on date of Death shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
5	Permanent Incapacity	All the Vested Options as on date of incurring of such incapacity can be exercised within an Exercise Period of 2 (Two) years from the date of incurring such incapacity.	All the Unvested Options as on date incurring such incapacity shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
6	Other reasons apart from those mentioned above	The Committee shall decide whether the Vested Options which are not exercised as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All the Unvested Options as on the date of separation shall stand cancelled with effect from such date unless otherwise required under Applicable Laws.

f) The maximum period within which the options shall be vested:

Options granted under Plan shall vest not earlier than the minimum Vesting Period of 1(One) year and not later than maximum Vesting Period of 4 (Four) years from the date of Grant.

g) Exercise price or pricing formula:

The Exercise Price shall be decided by the Committee which shall in no case be lesser than the face value of Shares of the Company as on date of Grant. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter issued at the time of Grant.

h) Exercise Period and the process of exercise:

The Option Grantees can Exercise the Vested Options any time during their employment with the Company, not being less than one year from the date of the Grant (except in case of death or permanent incapacity of the Option Grantee post Listing), as may be set out in the "Entero Employee Stock Option 2023" ("ESOP 2023"/ "Plan") and / or determined by the Nomination and Remuneration Committee from time to time) and set out in the grant letter.

In case of cessation of employment due to the following reasons, the ESOPs will vest and will have to be exercised as follows:

Sr. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of notice of resignation / termination shall be exercisable by the Option Grantee within a period of 2 (Two) years from the last working day subject to the Exercise Period specified in the Grant Letter.	All the Unvested Options as on date of notice of resignation/ termination shall stand cancelled with effect from date such resignation/ termination.
2	Termination due to Misconduct	All the Vested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.	All the Unvested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.
3	Retirement	All the Vested Options as on date of Retirement shall be exercisable by the Option Grantee within the Exercise Period specified in the Grant Letter.	All the Unvested Options shall continue to vest as per Vesting schedule as originally prescribed even after date of Retirement.
4	Death	All the Vested Options as on date of Death can be exercised by the Option Grantee's nominee or legal heirs within an Exercise Period 2 (Two) years from the date of Death.	All the Unvested Options as on date of Death shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
5	Permanent Incapacity	All the Vested Options as on date of incurring of such incapacity can be exercised within an Exercise Period of 2 (Two) years from the date of incurring such incapacity.	All the Unvested Options as on date incurring such incapacity shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
6	Other reasons apart from those mentioned above	The Committee shall decide whether the Vested Options which are not exercised as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All the Unvested Options as on the date of separation shall stand cancelled with effect from such date unless otherwise required under Applicable Laws.

i) Lock-in period:

The Shares issued upon Exercise shall be freely transferable and shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or code of conduct framed, if any, by the Company after Listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

j) Maximum number of options to be issued per employee and in aggregate:

- The maximum number of ESOPs that can be granted per employee shall be as determined by the Nomination and Remuneration Committee subject to overall limits as approved by the shareholders.
- The total / aggregate number of ESOPs/SARs to be issued: 3,97,990 (Three Lakhs Ninety-Seven Thousand Nine Hundred Ninety Only) employee stock options ("ESOPs"), corresponding to 3,97,990 (Three Lakhs Ninety-Seven Thousand Nine Hundred Ninety Only) equity shares of the Company; subject to any adjustment for Corporate Actions, if any.

k) Maximum quantum of benefits to be provided per Employee under the “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”):

Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.

l) Whether the “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”) is to be implemented and administered directly by the Company or through a trust:

The “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”) will be administered directly by the Company under the supervision of the Nomination and Remuneration Committee.

m) Whether “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”) scheme involves new issue of shares by the Company or secondary acquisition by the trust:

The “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”) will involve only new issue of shares by the Company.

n) The amount of loan to be provided for implementation of the “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”) by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the “Entero Employee Stock Option 2023” (“ESOP 2023” / “Plan”) scheme(s).

Not Applicable

p) Method of option valuation:

The Company shall use change on intrinsic / Black Scholes method for valuation of the ESOPs or any other method required by Indian accounting standard.

The Company may choose to adopt a different methodology, as may be required, as per the applicable Indian accounting standards.

In the event the Company opts to use intrinsic method, then the following statement would be applicable:

‘In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors’ report and the impact of this difference on profits and on earnings per share (“EPS”) of the company shall also be disclosed in the Directors’ report’.

q) The conditions under which option vested in employees may lapse:

The Options not exercised within the prescribed Exercise Period shall lapse and the Option Grantee shall have no right over such lapsed or cancelled Options, which shall immediately get added back to the Options Pool.

r) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Sr. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of notice of resignation / termination shall be exercisable by the Option Grantee within a period of 2 (Two) years from the last working day subject to the Exercise Period specified in the Grant Letter.	All the Unvested Options as on date of notice of resignation/ termination shall stand cancelled with effect from date such resignation/ termination.
2	Termination due to Misconduct	All the Vested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.	All the Unvested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.

s) Implementation of the Scheme:

The shares arising after the IPO of an unlisted company, out of options granted under any scheme prior to its IPO to the employees, shall be listed immediately upon exercise on all the recognized stock exchanges where the shares of the company are listed subject to compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and wherever applicable, regulation 11 and 12 of SEBI SBEB and Sweat Equity Regulations.

Company, and the applicable terms and conditions, including:

- i. permissible sources of financing for buy-back;
- ii. any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- iii. limits upon quantum of Options that the Company may buy-back in a financial year;

t) Terms & conditions for buy-back, if any, of specified securities covered under the SEBI SBEB and Sweat Equity Regulations.

Determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the

u) Listing:

In case of fresh Grant of Options after Listing, the Company shall obtain prior approval from the shareholders of the Company by way of ratification of the Plan.

v) Conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct:

Sr. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of notice of resignation / termination shall be exercisable by the Option Grantee within a period of 2 (Two) years from the last working day subject to the Exercise Period specified in the Grant Letter.	All the Unvested Options as on date of notice of resignation/ termination shall stand cancelled with effect from date such resignation/ termination.
2	Termination due to Misconduct	All the Vested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.	All the Unvested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.

w) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Sr. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of notice of resignation / termination shall be exercisable by the Option Grantee within a period of 2 (Two) years from the last working day subject to the Exercise Period specified in the Grant Letter.	All the Unvested Options as on date of notice of resignation/ termination shall stand cancelled with effect from date such resignation/ termination.
2	Termination due to Misconduct	All the Vested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.	All the Unvested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.

Sr. No.	Events of Separation	Vested Options	Unvested Options
3	Retirement	All the Vested Options as on date of Retirement shall be exercisable by the Option Grantee within the Exercise Period specified in the Grant Letter.	All the Unvested Options shall continue to vest as per Vesting schedule as originally prescribed even after date of Retirement.
4	Death	All the Vested Options as on date of Death can be exercised by the Option Grantee's nominee or legal heirs within an Exercise Period 2 (Two) years from the date of Death.	All the Unvested Options as on date of Death shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
5	Permanent Incapacity	All the Vested Options as on date of incurring of such incapacity can be exercised within an Exercise Period of 2 (Two) years from the date of incurring such incapacity.	All the Unvested Options as on date of incurring such incapacity shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
6	Other reasons apart from those mentioned above	The Committee shall decide whether the Vested Options which are not exercised as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All the Unvested Options as on the date of separation shall stand cancelled with effect from such date unless otherwise required under Applicable Laws.

x) Certificate from Secretarial Auditors:

Upon Listing, the Board shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the Company that the Plan has been implemented in accordance with the SEBI SBEB & SE Regulations and in accordance with the resolution of the Company in the general meeting. The Board shall also make the requisite disclosures of the Plan, in the manner specified under the SEBI SBEB & SE Regulations.

concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2023.

The Board of Directors recommend the resolution as set out at Item Nos. 6 & 7 of this Notice to the Members for their consideration and approval, by way of Special Resolutions.

y) Statement to the effect that the company should comply with the applicable accounting standards:

The Company shall follow the rules/ regulations applicable to accounting of Options with reference to Fair Market Value of Shares as on date of Grant.

The rules/ regulations to be followed shall include but not limited to the IND AS /Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.

After Listing, the Company shall comply with the accounting and disclosure requirements as prescribed under Regulation 15 of the SEBI SBEB & SE Regulations.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are

Item Nos. 8

Alteration of the Articles of Association of the Company and insertion of clauses pursuant to Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company was promoted by Mr. Prabhat Agrawal, Mr. Prem Sethi.

It is proposed that any investor holding substantial equity shares above certain threshold, should have a right to appoint nominee directors on the Board, which will facilitate the Company with stable shareholding control, Board direction, directional control and stability of the Company.

Members are requested to note that in terms of Section 14 of the Act, any alteration in the Articles of Association of the Company shall require approval of the Members of the Company by way of Special Resolution.

Further, pursuant to Regulation 31B and other applicable provisions of the SEBI Listing Regulations, approval of the

members of the Company is required, by way of a special resolution for any special right granted to the shareholders of a listed entity, once in every five years.

Accordingly, approval of the Members of the Company is sought for alteration in the Articles of Association as mentioned above.

Members are requested to note that the draft of altered Articles of Association of the Company shall be available for inspection through electronic mode to the Members of the Company upto the date of AGM. (Please refer to notes to Notice for process of inspection).

None of the Directors or Key Managerial Personnel or their relatives is, in any way, concerned or interested in the proposed resolution.

The Board of Directors recommend the resolution as set out at item no. 8 of this Notice to the Members for their consideration and approval, by way of a Special Resolution.

By order of the Board of Directors

Jayant Prakash

General Counsel, Company Secretary and Compliance Officer

Place: Mumbai

Date: 2nd August, 2024

Registered Office:

Plot No. I-35, Building -B, Industrial Area Phase-I, 13/7 Mathura Road, Faridabad, Haryana- 121003.

Corporate Office:

Unit No. 605 & 606, 6th Floor, Trade Centre, Bandra Kurla Complex, Mumbai-400051.

ANNEXURE TO NOTICE OF AGM

ITEM NO. 2 AND ITEM NO 4

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting

Particulars	Ms. Sumona Chakraborty	Mr. Kevin Rohitbhai Daftary
Designation	Non-Executive Non Independent Director	Non-Executive Non Independent Director
DIN	09597426	10637792
Age	36 Years	42 Years
Date of Birth	10th January 1988	30th December 1982
Qualifications	Ms. Sumona Chakraborty holds bachelor's degree of technology from National Institute of Technology, Warangal and a post graduate diploma in management from S.P. Jain Institute of Management & Research, Mumbai.	Mr. Kevin Rohitbhai Daftary holds degrees of Institute of Chartered Accountant of India, Institute of Company Secretaries of India and Chartered Financial Analyst.
Experience (including expertise in specific functional areas)/ Brief Resume	Ms. Sumona Chakraborty is a Non-Executive Non-Independent (Nominee) Director of our Company and a nominee of OrbiMed Asia III Mauritius Limited. She obtained her bachelor's degree of technology from National Institute of Technology, Warangal and a post graduate diploma in management from S.P. Jain Institute of Management & Research, Mumbai. She has more than 10 years of experience. She is currently a Director with OrbiMed Advisors India Private Limited and prior to joining OrbiMed Advisors India Private Limited (a wholly owned subsidiary of OrbiMed Advisors LLC), she was associated with Avendus Capital Private Limited, Equirus Capital Private Limited, and Verity Knowledge Solutions Private Limited.	Mr. Kevin Rohitbhai Daftary is having 20 years of rich experience in the field of fund raising, investment and capital management and financial Reporting and & Compliance. Presently Mr. Daftary is group CFO of the family office of Siddhant Partners.
Terms and Conditions of appointment / re-appointment	Non-Executive Non Independent Director	Non-Executive Non Independent Director
Remuneration last drawn	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Date of first appointment on the Board	24th August 2023	29th May 2024
Relationship with other Directors/ Key Managerial Personnel	None except Mr. Arun Sadhnantham who is also a nominee director on behalf of Orbimed.	None.
No. of Board Meetings attended during the financial year 2023-24	12	Not Applicable
Board Membership of other listed companies as on 31st March, 2024	Nil	Nil

Particulars	Ms. Sumona Chakraborty	Mr. Kevin Rohitbhai Daftary
Audit Committee	Nil	Nil
Stakeholders Relationship Committee	Nil	Nil
Nomination and Remuneration Committee (NRC)	Nil	Nil
Corporate Social Responsibility Committee	Nil	Nil
No. of Equity Shares held as on 31st March, 2024	Nil	Nil

***The Directorship, Committee Memberships and Chairmanships do not include position in foreign companies, unlisted companies, private companies, position as an advisory board member, and position in companies under Section 8 of Companies Act, 2013.*