Notice

Notice is hereby given that the Eighth Annual General Meeting ("AGM") of the Members of **Entero Healthcare Solutions Limited** ("the Company") will be held on **Wednesday, August 19, 2026, at 12:30 p.m. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
3. To appoint a director in place of Mr. Arun Sadhanandham (DIN: 08445197) Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Payment of Remuneration to Mr. Prabhat Agrawal (DIN: 07466382), Managing Director & CEO of the Company, for his remaining tenure**

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

   "**RESOLVED THAT** in furtherance to the Special Resolution passed at the Extra-Ordinary General Meeting held on September 7, 2023 approving the appointment of Mr. Prabhat Agrawal (DIN: 07466382) Managing Director & CEO of the Company for a term of five years with effect from August 26, 2023 upto August 25, 2028 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 (6) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the Article of Association of the Company and subject to such approvals, permissions and sanctions as may be required, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Prabhat Agrawal (DIN: 07466382) Managing Director & CEO for his remaining tenure upto August 25, 2028, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his remaining tenure of appointment, in accordance with the provisions of Schedule V to the Act and other applicable provisions of the Act, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee or any other Committee thereof authorised by the Board) to determine, alter, vary, revise or modify the remuneration including annual increments, within the overall limits approved by the Members of the Company and disclosed in the Explanatory Statement annexed to the Notice.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to take such steps and to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient or incidental for giving effect to this Resolution."

5. **Payment of Remuneration to Mr. Prem Sethi (DIN: 07077034), Whole Time Director & COO of the Company, for his remaining tenure**

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

   "**RESOLVED THAT** in furtherance to the Special Resolution passed at the Extra-Ordinary General Meeting held on September 7, 2023 approving the appointment of Mr. Prem Sethi (DIN: 07077034), Whole Time Director & COO of the Company for a term of five years with effect from August 26, 2023 upto August 25, 2028 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 (6) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 required as amended from time to time, the Article of Association of the Company and subject to such approvals, permissions and sanctions as may be required, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Prem Sethi (DIN: 07077034), Whole Time Director & COO for his remaining tenure of appointment upto August 25, 2028, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his remaining tenure of appointment, in accordance with the provisions of Schedule V to the Act and other applicable provisions of the Act, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee or any other Committee thereof authorised by the Board) to determine, alter, vary, revise or modify the remuneration including annual increments, within the overall limits approved by the Members of the Company and disclosed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to take such steps and to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient or incidental for giving effect to this Resolution."

6. **Re-appointment of Mr. Sujesh Vasudevan (DIN: 08240092) as a Non-Executive Independent Director of the Company and payment of Remuneration for the second term**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and all other applicable provisions, if any of Companies Act, 2013 ('the Act') read along with Schedule IV, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17, 25 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Sujesh Vasudevan (DIN: 08240092), who was appointed as a Non-Executive Independent Director of the Company for a term of 3 (three) consecutive years commencing from August 25, 2023 to August 24, 2026 (both days inclusive) and who is eligible for re-appointment and meets the criteria for independence in Section 149(6) of the Act and the Rules framed thereunder and who has submitted a declaration under Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of 5 (Five) years commencing from August 25, 2026 to August 24, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Act read with Schedule V to the Act, the SEBI Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the payment of remuneration/commission to Mr. Sujesh Vasudevan (DIN: 08240092), as a Non-Executive Independent Director of the Company including the remuneration/ commission to be paid in the event of loss or inadequacy of profits in any financial year, in accordance with the provisions of Section 197 and other applicable provisions of the Act read with Schedule V to the Act, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee or any other Committee thereof authorised by the Board) to alter, vary, revise or modify the remuneration/commission within the overall limits approved by the Members of the Company and disclosed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, expedient and incidental for giving effect to this Resolution."

7. **Re-appointment of Ms. Sandhya Gadkari Sharma (DIN: 02005378) as a Non-Executive Independent Director of the Company and payment of Remuneration for the second term**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and all other applicable provisions, if any of Companies Act, 2013 ('the Act') read along with Schedule IV, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17, 25 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company, Ms. Sandhya Gadkari Sharma (DIN: 02005378), who was appointed as a Non-Executive Independent Director of the Company for a term of 3 (three) consecutive years commencing from August 25, 2023 to August 24, 2026 (both days inclusive) and who is eligible for re-appointment and meets the criteria for independence in Section 149(6) of the Act and the Rules framed thereunder and who has submitted a declaration under Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 4 (four) years commencing from August 25, 2026 to August 24, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Act read with Schedule V to the Act, the SEBI Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the payment of remuneration/commission to Ms. Sandhya Gadkari Sharma (DIN: 02005378), as Non-Executive Independent Director of the Company including the remuneration/commission to be paid in the event of loss or inadequacy of profits in any financial year, in accordance with the provisions of Section 197 and other applicable provisions of the Act read with Schedule V to the Act, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee or any other Committee thereof authorised by the Board) to alter, vary, revise or modify the remuneration/commission within the overall limits approved by the Members of the Company and disclosed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, expedient and incidental for giving effect to this Resolution."

By order of the Board of Directors

Sanu Kapoor
Vice President-Group General Counsel,
Company Secretary & Compliance Officer
ACS No.: 14065

Date: July 17, 2026
Place: Mumbai

Registered Office:
Plot No. I-35, Building -B, Industrial Area Phase-I,
13/7 Mathura Road, Faridabad, Haryana-121003
Email: investor.grievance@ehspl.com
Website: www.enterohealthcare.com
CIN: L74999HR2018PLC072204
Tel: +91 129 4877300

Corporate Office:
Entero House, Crystal Plaza - 158, C.S.T. Road,
Kalina, Mumbai, Maharashtra-400098
Tel: +91 22 26529100

NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22 September 2025, ("MCA Circulars") has permitted the companies to hold their Annual General Meeting ("AGM") through Video Conference ("VC") or through Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (hereinafter collectively referred to as "SEBI Circulars") and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

   In compliance with the provisions of Companies Act, 2013 ("the Act"), SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and MCA Circulars, the 8th AGM of the Company is being held through VC/OAVM on Wednesday, August 19, 2026, at 12:30 p.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at Plot No. I-35, Building -B, Industrial Area Phase-I,13/7 Mathura Road, Faridabad, Haryana-121003.

2. **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 AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**

3. The Statement pursuant to Section 102 of the Act setting out material facts concerning the Special Business forms part of this Notice. Additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India in respect of the Director seeking re-appointment at this AGM is furnished as Annexure to this Notice.

4. Institutional Members/ Corporate Members (i.e. other than individuals, HUFs, NRIs etc.) are required to send a scan copy of their respective Board or governing body resolution, Authorisations etc. pursuant to Sections 112 and 113 of the Act as the case may be, to attend the AGM through VC/OAVM mode and to vote through remote e-Voting. The said Resolutions/ Authorisations shall be sent to the 'Scrutinizer' by e-mail at ab@bnpassociates.in or support@bnpassociates.in with a copy marked to evoting@nsdl.co.in and to the Company at - investor.grievance@ehspl.com.

5. Pursuant to the applicable provisions, National Securities Depository Limited ('NSDL') has been appointed as the e-voting agency to provide the facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the NSDL e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first-come-first-served basis as per the MCA circulars. 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 & Remuneration Committee, Stakeholders Relationship Committee and Auditors. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.

7. In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Registrar & Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2025-26 are available on the Company's website at www.enterohealthcare.com and may also be accessed from the relevant section of 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 available on the website of NSDL at www.evoting.nsdl.com. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the

Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2025-26 can be accessed.

8. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 8th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investor.grievance@ehspl.com.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

10. SEBI has issued Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, which establishes an Online Dispute Resolution Portal ("ODR Portal") for resolving disputes in the Indian Securities Market. Disputes between investors and companies, registrars and share transfer agents, or specified intermediaries/regulated entities (excluding Clearing Corporations and its constituents) must first go through the grievance redressal cell. If the grievance is not resolved satisfactorily, it can be escalated through the SCORES Portal. If still not satisfied, the investor can initiate dispute resolution through the ODR Portal. The ODR portal link is displayed on the Company's website www.enterohealthcare.com.

11. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS.**

12. Members who have not registered their e-mail address and other details so far, are requested to register their e-mail address and other details for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company in electronic form. The detailed procedure for registering the email-id and other details is/are given below:

    a. **For Temporary Registration for Demat shareholders:**
    The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html on their website www.in.mpms.mufg.com at the "Investor Services" tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DP- ID, Client-ID / PAN, Mobile Number and e-mail id. In case of any query, a Member may send an e-mail to RTA at investor.helpdesk@in.mpms.mufg.com.
    On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in link for verification.

    b. **For Permanent Registration for Demat shareholders:**
    It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

13. **Voting by Members:**

    a. 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), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-voting prior to the AGM or (ii) remote e-voting during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

    b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Wednesday, August 12, 2026** ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e- voting during the AGM.

c. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Wednesday, August 12, 2026, may cast their vote by remote e-Voting. The remote e-Voting period commences on **Sunday, August 16, 2026 at 09:00 AM (IST) and ends on Tuesday, August 18, 2026 at 05:00 PM (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, August 12, 2026.

d. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

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

a. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

b. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

c. Members are encouraged to join the Meeting through Laptops for better experience.

d. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

e. 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.

f. Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Wednesday, August 12, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA. However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/ Password' or 'Physical user Reset Password' option available at www.evoting.nsdl.com. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cutoff date i.e. Wednesday, August 12, 2026, may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system.

g. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the Meeting.

h. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

i. 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 for 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.

j. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

k. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

l. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

15. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, August 16, 2026, at 09:00 A.M. (IST) and ends on Tuesday, August 18, 2026, at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, August 12, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, August 12, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 CDSL 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk
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.com or call at 022 - 4886 7000
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

B) **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat

account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ab@bnpassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: +91-22-4886 7000 or send a request to Mr. Rahul Rajbhar, Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investor.grievance@ehspl.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.grievance@ehspl.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in

demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

16. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. 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, August 12, 2026, received till 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.
6. The Company will, at the AGM, endeavor to address the queries received till 5:00 p.m. (IST) on August 12, 2026, 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.
7. Members of the Company 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 between Monday, August 10, 2026 (9:00 a.m.) (IST) and Wednesday, August 12, 2026 (5:00 p.m.) (IST). Those Members who have pre-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.

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

Mr. Avinash Bagul (Membership no. F/5578) on his failing Mr. Ramaswami Kalidas (Membership No.2440), Partners of M/s. BNP & Associates, a firm of Practicing Company Secretaries , will act 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. and on the website of NSDL www.evoting.nsdl.com. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, August 19, 2026, subject to receipt of the requisite number of votes in favour of the Resolutions.

By order of the Board of Directors

Sanu Kapoor
Vice President-Group General Counsel,
Company Secretary & Compliance Officer
ACS No.: 14065

Date: July 17, 2026
Place: Mumbai

Registered Office:
Plot No. I-35, Building -B, Industrial Area Phase-I,
13/7 Mathura Road, Faridabad, Haryana-121003
Email: investor.grievance@ehspl.com
Website: www.enterohealthcare.com
CIN: L74999HR2018PLC072204
Tel: +91 129 4877300

Corporate Office:
Entero House, Crystal Plaza - 158, C.S.T. Road,
Kalina, Mumbai, Maharashtra-400098
Tel: +91 22 26529100

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 7 of the accompanying Notice.

ITEM No. 4:

Mr. Prabhat Agrawal (DIN: 07466382) was appointed as the Managing Director and CEO of the Company by the Members of the Company, at their meeting held on September 7, 2023, for a period of five years commencing from August 26, 2023, and ending on August 25, 2028. Further, the Members approved the remuneration payable to him for a period of 3 (three) years in view of no profits or inadequate profits of the Company, in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, in excess of the limits prescribed under Section 197(1) by passing a Special Resolution.

Accordingly, the approval of the Members of the Company is required for the remuneration payable to Mr. Prabhat Agrawal (DIN: 07466382) for his remaining tenure upto August 25, 2028.

Mr. Prabhat Agrawal (DIN: 07466382), Managing Director and CEO and promoter of the Company has played a significant role in the strategic direction and growth of the Company's business and has been instrumental for this transformation of the Company since its inception.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 25, 2026 recommended the payment of remuneration to Mr. Prabhat Agrawal (DIN: 07466382), Managing Director and CEO of the Company for his remaining tenure upto August 25, 2028 on the remuneration as detailed herein below, in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and subject to the approval of the Members of the Company and/ or any other regulatory approvals, if required.

The remuneration/compensation package to Mr. Prabhat Agrawal, as provided herein below for the consideration of the Members, has been fixed having regard to the knowledge, qualifications, skills and the responsibilities shouldered, and the comparative remuneration packages paid to similar counterparts in other companies.

The remuneration/compensation package to Mr. Prabhat Agrawal interalia, includes the following:

a. **Fixed Pay:** Fixed Pay in the scale of Rs. 3,75,00,000/- (Rupees Three Crore Seventy-Five Lakh) to Rs. 5,25,00,000/- (Rupees Five Crore Twenty-Five Lakh) per annum inclusive of all benefits and perquisites for the remaining term upto August 25, 2028.

b. **Retirement Benefits:** In addition, he shall be entitled to the Company's contribution towards Provident Fund, Gratuity, leave with full pay or encashment thereof as per prevailing Policy of the Company.

c. **Variable Pay:** Apart from the aforesaid fixed pay, he shall be eligible to draw a variable pay @ 33% of the fixed pay (payable annually) upon achievement of annual performance milestones/ targets as decided by the Board of Directors based on the recommendation of Nomination and Remuneration Committee.

d. **Perquisites/Amenities:** The Company provided vehicle/ conveyance facility including maintenance, running expenses and driver's salary, telephone/mobile/internet and other communication facilities at his residence in accordance with the Company's rules and policies and reimbursement of all reasonable official and entertainment expenses incurred on for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board of Directors on the recommendations of Nomination and Remuneration Committee.

e. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, the aforesaid remuneration shall also be payable as minimum remuneration in case of loss or inadequate profits during his remaining tenure

The Board is of the view that the proposed remuneration structure is reasonable and justified, considering the responsibilities entrusted to Mr. Prabhat Agrawal and is in the best interest of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI are provided in Annexure-A to this Notice and the Statement of Information required to be disclosed under Schedule V are provided in Annexure B to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Prabhat Agrawal and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

ITEM No. 5:

Mr. Prem Sethi (DIN: 07077034) was appointed as the Whole-time Director & COO of the Company by the Members of the Company, at their meeting held on September 7, 2023, for a period of five years commencing from August 26, 2023, and ending on August 25, 2028. Further, the Members approved the remuneration payable to him for a period of 3 (three) years in view of no profits or inadequate profits of the Company, in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, in excess of the limits prescribed under Section 197(1) by passing a Special Resolution.

Accordingly, the approval of the Members of the Company is required for the remuneration payable to Mr. Prem Sethi (DIN: 07077034) for his remaining tenure up to August 25, 2028.

Mr. Prem Sethi (DIN: 07077034), Whole-time Director, Chief Operating Officer and Promoter of the Company, has been associated with the Company since its inception and has made significant contributions to the formation and implementation of its business strategy and to the overall growth and development of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 25, 2026 recommended the payment of remuneration to Mr. Prem Sethi (DIN: 07077034), Whole-time Director and COO of the Company for his remaining tenure upto August 25, 2028 on the remuneration as detailed herein below, in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and subject to the approval of the Members of the Company and/ or any other regulatory approvals, if required.

The remuneration/ compensation package to Mr. Prem Sethi (DIN: 07077034), as provided herein below for the consideration of the Members, has been fixed having regard to the knowledge, qualifications, skills and the responsibilities shouldered, and the comparative remuneration packages paid to similar counterparts in other companies.

The remuneration/ compensation package to Mr. Prem Sethi interalia, includes the following:

a. **Fixed Pay:** Fixed Pay in the scale of Rs. 2,00,00,000/- (Rupees Two Crore) to Rs. 3,00,00,000/- (Rupees Three Crore) per annum is inclusive of all benefits and perquisites for the remaining term upto August 25, 2028.
b. **Retirement Benefits:** In addition, he shall be entitled to the Company's contribution towards Provident Fund, Gratuity, leave with full pay or encashment thereof as per prevailing Policy of the Company.
c. **Variable Pay:** Apart from the aforesaid fixed pay, he shall be eligible to draw a variable pay @ 33% of the fixed pay (payable annually) upon achievement of annual performance milestones/ targets as decided by the Board of Directors based on the recommendation of Nomination and Remuneration Committee.
d. **Perquisites/Amenities:** The Company - provided vehicle/ conveyance facility including maintenance, running expenses and driver's salary, telephone/mobile/internet and other communication facilities at his residence in accordance with the Company's rules and policies and reimbursement of all reasonable official and entertainment expenses incurred on for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board of Directors on the recommendations of Nomination and Remuneration Committee
e. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, the aforesaid remuneration shall also be payable as minimum remuneration in case of loss or inadequate profits during his remaining tenure.

The Board is of the view that the proposed remuneration structure is reasonable and justified, considering the responsibilities entrusted to Mr. Prem Sethi and is in the best interest of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI are provided in Annexure-A to this Notice and the Statement of Information required to be disclosed under Schedule V are provided in Annexure B to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Prem Sethi and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

ITEM No. 6:

Mr. Sujesh Vasudevan (DIN: 08240092) was appointed as a Non Executive Independent Director of the Company, by the Members at the Extra-Ordinary General Meeting of the Company held on September 07, 2023, for a period of 3 (three) consecutive years with effect from August 25, 2023 till August 24, 2026 (both days inclusive). Mr. Sujesh Vasudevan (DIN: 08240092) is currently the Chairperson of the Company, Member of the Audit Committee and Nomination and Remuneration Committee ("NRC").

Mr. Sujesh Vasudevan (DIN: 08240092) is an alumnus of Harvard Business School, has over three decades of experience in the pharma industry across prescription and OTC therapies. His experience spans a mix of leading Indian and Global MNCs, and he has successfully managed businesses across India, the Middle East and Africa.

While considering the proposal for re-appointment of Mr. Sujesh Vasudevan as a Non-Executive Independent Director of the Company, the Nomination and Remuneration Committee ('NRC') of the Company took note of the positive outcome of his performance evaluation. Further, it also took note of the knowledge, acumen, expertise, experience and consistent time commitment of Mr. Sujesh Vasudevan towards Board and Committee Meetings held during his tenure. Accordingly, NRC recommended his re-appointment to the Board of Directors of the Company.

The Board, based upon the recommendation of the NRC, outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Mr. Sujesh Vasudevan (DIN: 08240092) as a Non-Executive Independent Director of the Company for a second term of 5 (Five) years commencing from August 25, 2026 to August 24, 2031 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

In terms of Sections 149(9), 197(3) and Section II (A) of Part II of Schedule V of the Act, companies having no / inadequate profits can pay remuneration to its Non-Executive Directors (including Independent Directors) in excess of the limits prescribed therein subject to approval of the Members by way of Special Resolution, for a period of three years.

With the enhanced Corporate Governance requirements under the Act and the SEBI Listing Regulations coupled with the size, complexity and operations of the Company, the role and responsibilities of the Board, particularly Independent Directors have become more onerous, requiring greater time commitments, attention as also a higher level of oversight.

In view of the above, to incentivize Mr. Sujesh Vasudevan for his time, contribution rich experience and critical guidance provided, including at the Board and Committee meetings and pursuant to the provisions of Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on June 26, 2026 have recommended and approved payment of remuneration/commission of upto Rs. 40 lakh per annum, for a period of three years exclusive of:

(a) sitting fees payable for attending meetings of the Board and/or Committees thereof; and
(b) reimbursement of expenses incurred for attending Board/Committee meetings, including flight, transportation, hotel stay and other related expenses.

Notwithstanding anything to the contrary herein contained, the aforesaid remuneration shall also be payable as minimum remuneration in case of loss or inadequate profits during his tenure pursuant to the provisions Schedule V of the Act and any other applicable provisions of the Act.

The Company has received a notice proposing his candidature for the office of Director in accordance with Section 160(1) of the Act and has also received his consent for his re-appointment as a Director, subject to approval by the Members of the Company.

The Company has received a declaration from Mr. Sujesh Vasudevan (DIN: 08240092) confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Further, Mr. Sujesh Vasudevan (DIN: 08240092) has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of a Director by any order of SEBI or any other authority and he is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties in terms of Regulation 25(8) of SEBI Listing Regulations. Further he has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Sujesh Vasudevan (DIN: 08240092) fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. Electronic copy of the terms and conditions of his re-appointment is available for inspection on the Company's website at www.enterohealthcare.com.

The Board is of the opinion that Mr. Sujesh Vasudevan (DIN: 08240092) continues to possess the identified core skills, expertise and competencies fundamental to effective functioning in his role as a Non-Executive Independent Director of the Company and his continued association would be of immense benefit to the Company.

In view of the above, the approval of the Members of the Company is sought the re-appointment of Mr. Sujesh Vasudevan (DIN: 08240092) as a Non-Executive Independent Director and payment of remuneration/commission by way of a Special Resolution, in compliance with the provisions of Section 149, 197 and other applicable provisions of the

Companies Act 2013 (Act) read with Schedule IV & Schedule V to the Act, Regulation 17 and Regulation 25 of the SEBI Listing Regulations.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI are provided in Annexure-A to this Notice and the Statement of Information required to be disclosed under Schedule V are provided in Annexure B to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Sujesh Vasudevan (DIN: 08240092) and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

ITEM No.7:

Ms. Sandhya Gadkari Sharma (DIN: 02005378) was appointed as a Non-Executive Independent Director of the Company, by the Members at the Extra-Ordinary General Meeting of the Company held on September 07, 2023, for a period of 3 (three) consecutive years with effect from August 25, 2023 till August 24, 2026 (both days inclusive). Ms. Sandhya Gadkari Sharma (DIN: 02005378) is Chairperson of the Audit Committee and Member of Risk Management Committee ('RMC').

Ms. Sandhya Gadkari Sharma has over four decades of experience in Banking and Investment. She obtained her bachelor's degree of Commerce from the University of Bombay and a master's in management studies from University of Bombay. Previously, she was associated with Mahindra and Mahindra Limited and ICICI Bank Limited.

While considering the proposal for re-appointment of Ms. Sandhya Gadkari Sharma (DIN: 02005378) as a Non-Executive Independent Director of the Company, the Nomination and Remuneration Committee ('NRC') of the Company took note of the positive outcome of her performance evaluation. Further, it also took note of the knowledge, acumen, expertise, experience and consistent time commitment of Ms. Sandhya Gadkari Sharma (DIN: 02005378) towards Board and Committee Meetings held during her tenure. Accordingly, NRC recommended her re-appointment to the Board of Directors of the Company.

The Board, based upon the recommendation of the NRC, outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Ms. Sandhya Gadkari Sharma (DIN: 02005378) as a Non-Executive Independent Director of the Company for a second term of 4 (Four) years commencing from August 25, 2026, to August 24, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

In terms of Sections 149(9), 197(3) and Section II (A) of Part II of Schedule V of the Act, companies having no / inadequate profits can pay remuneration to its Non-Executive Directors (including Independent Directors) in excess of the limits prescribed therein subject to approval of the Members by way of Special Resolution, for a period of three years.

With the enhanced Corporate Governance requirements under the Act and the SEBI Listing Regulations coupled with the size, complexity and operations of the Company, the role and responsibilities of the Board, particularly Independent Directors have become more onerous, requiring greater time commitments, attention as also a higher level of oversight.

In view of the above, to incentivize Ms. Sandhya Gadkari Sharma (DIN: 02005378) for her time, contribution, rich experience and critical guidance provided, including at the Board and Committee meetings, and pursuant to the provisions of Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act, and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on June 26, 2026, have recommended and approved the payment of remuneration/commission of up to Rs. 40 lakh per annum, for a period of three years exclusive of:

(a) sitting fees payable for attending meetings of the Board and/or Committees thereof; and

(b) reimbursement of expenses incurred for attending Board/Committee meetings, including flight, transportation, hotel stay and other related expenses.

Notwithstanding anything to the contrary herein contained, the aforesaid remuneration shall also be payable as minimum remuneration in case of loss or inadequate profits during her tenure pursuant to the provisions Schedule V of the Act and any other applicable provisions of the Act.

The Company has received a notice proposing her candidature for the office of Director in accordance with Section 160(1) of the Act and has also received her consent for her re-appointment as a Director, subject to approval by the Members of the Company.

The Company has received a declaration from Ms. Sandhya Gadkari Sharma (DIN: 02005378) confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Further, Ms. Sandhya Gadkari Sharma (DIN: 02005378) has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of a Director by any order of SEBI or any other authority and she is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties in terms of Regulation 25(8) of SEBI Listing Regulations. Further she has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Ms. Sandhya Gadkari Sharma (DIN: 02005378) fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. Electronic copy of the terms and conditions of her re-appointment is available for inspection on the Company's website at www.enterohealthcare.com

The Board is of the opinion that Ms. Sandhya Gadkari Sharma (DIN: 02005378) continues to possess the identified core skills, expertise and competencies fundamental to effective functioning in her role as a Non-Executive Independent Director of the Company and her continued association would be of immense benefit to the Company.

In view of the above, the approval of the Members of the Company is sought the re-appointment of Ms. Sandhya Gadkari Sharma (DIN: 02005378) as a Non-Executive Independent Director and payment of remuneration / commission by way of a Special Resolution, in compliance with the provisions of Section 149, 197 and other applicable provisions of the Companies Act 2013 (Act) read with Schedule IV and Schedule V to the Act, Regulation 17 & Regulation 25 of the SEBI Listing Regulations.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI are provided in Annexure-A to this Notice and the Statement of Information required to be disclosed under Schedule V are provided in Annexure B to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Ms. Sandhya Gadkari Sharma (DIN: 02005378) and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

By order of the Board of Directors

Sanu Kapoor
Vice President-Group General Counsel,
Company Secretary & Compliance Officer
ACS No.: 14065

Date: July 17, 2026
Place: Mumbai

Registered Office:
Plot No. I-35, Building -B, Industrial Area Phase-I,
13/7 Mathura Road, Faridabad, Haryana-121003
Email: investor.grievance@ehspl.com
Website: www.enterohealthcare.com
CIN: L74999HR2018PLC072204
Tel: +91 129 4877300

Corporate Office:
Entero House, Crystal Plaza - 158, C.S.T. Road,
Kalina, Mumbai, Maharashtra-400098
Tel: +91 22 26529100

ANNEXURE A

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AND/OR APPROVAL OF REMUNERATION
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India)

Particulars	Name of Director and Designation		
	Arun Sadhanandham Non-Executive Non-Independent (Nominee) Director	**Sujesh Vasudevan** (Non-Executive - Independent Director)	**Sandhya Gadkari Sharma** (Non-Executive - Independent Director)
DIN	08445197	08240092	02005378
Date of Birth	September 23, 1984	October 01, 1965	October 26, 1960
Age	41 years	60 years	65 years
Date of first appointment on the Board	August 25, 2020	August 25, 2023	August 25, 2023
Qualifications	Bachelor's degree of mechanical engineering from the Anna University, Chennai and a post graduate diploma in management from IIM Bangalore.	Bachelor's degree of pharmacy and master's in management studies from University of Bombay and advanced management program from Harvard Business School.	Bachelor's degree of commerce from the University of Bombay and a master's in management studies from University of Bombay.
Profile, Experience and Expertise in specific functional areas	Mr. Arun Sadhanandham has 15 plus years of work experience and is currently a Managing Director on the OrbiMed Asia team focused on private equity investments. Prior to joining OrbiMed, he worked in investment banking at Kotak Mahindra Capital Company and, before that, at o3 Capital where his deal coverage included transactions in healthcare delivery, pharmaceuticals, and medical devices. Arun Sadhanandham holds an M.B.A from IIM Bangalore and an Engineering degree (B.E) from Anna University, Chennai.	Mr. Sujesh Vasudevan, an alumnus of Harvard Business School, has more than three decades of experience in the pharma industry across prescription and OTC therapies. His experience spans a mix of leading Indian and Global MNCs, and he has successfully managed businesses across India, the Middle East and Africa.	Ms. Sandhya Gadkari Sharma has over four decades of experience in Banking and Investment. Previously, she was associated with Mahindra and Mahindra Limited and ICICI Bank Limited.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Please refer to the Corporate Governance Report for details on skills and capabilities of Directors.	Please refer to the Corporate Governance Report for details on skills and capabilities of Directors.	Please refer to the Corporate Governance Report for details on skills and capabilities of Directors.
Terms and conditions of re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment as Independent Director, in terms of applicable provisions of the Companies Act and SEBI Listing Regulations for a period of 5 (Five) years w.e.f. August 25, 2026 to August 24, 2031. For further details, refer to the Notice and Explanatory Statement.	Re-appointment as Independent Director, in terms of applicable provisions of the Companies Act and SEBI Listing Regulations for a period of 4 (Four) years w.e.f. August 25, 2026 to August 24, 2030. For further details, refer to the Notice and Explanatory Statement.
Details of remuneration last drawn	None	Refer Corporate Governance Report for remuneration details	
Details of remuneration sought to be paid	None	Refer Explanatory Statement forming part of this Notice.	

Particulars	Name of Director and Designation		
	Arun Sadhanandham Non-Executive Non-Independent (Nominee) Director	**Sujesh Vasudevan** (Non-Executive - Independent Director)	**Sandhya Gadkari Sharma** (Non-Executive - Independent Director)
Directorships in other Companies (excluding foreign companies)	None	1. Eris Lifesciences Limited 2. Hetero Labs Limited 3. Eris Therapeutics Limited	1. ICICI Home Finance Company Limited 2. Magma General Insurance Limited 3. ICICI Securities Limited 4. PPFAS Trustee Company Private Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	None	**Eris Lifesciences Limited** • Corporate Social Responsibility Committee (Member) • Stakeholder Relationship Committee (Chairperson) • Audit Committee (Member) • Nomination & Remuneration Committee (Chairperson) **Hetero Labs Limited** • Nomination & Remuneration Committee (Chairperson) • Audit Committee (Chairperson) • Corporate Social Responsibility Committee (Member) **Eris Therapeutics Limited** • Corporate Social Responsibility Committee (Member)	**ICICI Home Finance Company Limited** • Risk Management Committee (Chairperson) • Nomination & Remuneration Committee (Member) • Audit Committee (Member) **Magma General Insurance Limited** • Risk Management Committee (Chairperson) • Nomination & Remuneration Committee (Chairperson) • Audit Committee (Member) • Corporate Social Responsibility Committee (Member) **PPFAS Trustee Company Private Limited** • Audit Committee (member) **ICICI Securities Limited** • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Member)
Listed entities from which the Director has resigned from directorship in last three (3) years	Suraksha Diagnostic Limited (Resigned w.e.f. June 7, 2025)	None	None
No. of Board Meetings attended during FY 2025-26	6 out of 7	7 out of 7	7 out of 7
Inter-se relationship with other Directors and Key Managerial Personnel	None	None	None
No. of shares held	Nil	Nil	Nil

Note: *The directorship, committee membership and chairmanship 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.*

ANNEXURE B - STATEMENT OF INFORMATION REQUIRED TO BE DISCLOSED UNDER SCHEDULE V (PART II) (SECTION II) OF THE COMPANIES ACT, 2013

I. General Information	
Nature of Industry	Distribution of Healthcare Products to retail pharmacies, hospitals and healthcare clinics.
Date or expected date of commencement of commercial production	January 10, 2018 (Date of Incorporation)
In the case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators (Standalone)	(INR in Million)
Foreign investments or collaborators, if any	The Company has no foreign collaboration however Orbimed Asia III Mauritius Limited (a Company incorporated outside India) has made investments in the capital of the Company.

(INR in Million)

	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	3,482.41	4,086.70	3,181.61
Profit before Tax	301.86	267.80	243.65
Profit after Tax / Loss	268.75	191.81	384.40

IIA. Information about the Managing Director and Whole Time Director		
Name	**Mr. Prabhat Agrawal** (Managing Director & CEO)	**Mr. Prem Sethi** (Whole Time Director & COO)
1. Background details	Prabhat Agrawal is the Promoter, Managing Director and Chief Executive Officer of the Company. He has obtained his bachelor's degree in commerce from Mumbai University and a master's degree in management from The Indian School of Business, Hyderabad. He is also a member of the Institute of Chartered Accountants of India and is a Chartered Financial Analyst with the Institute of Chartered Financial Analysts, USA. He has experience of over two decades in [corporate strategy, operation management and financial management including mergers and acquisitions]. Prior to joining our Company, he was associated with Alkem Laboratories Limited, Metalfrio Solutions S.A, Frigoglass Industries Nigeria Limited, Aditya Birla Management Corporation Limited, Hero Honda Motors Limited and A. F. Ferguson & Co. He has been associated with the Company since inception.	Prem Sethi is the Promoter, Whole-time Director and Chief Operating Officer of the Company. He has obtained his bachelor's degree in pharmacy from Rajiv Gandhi University of Health Sciences, Karnataka and a master's diploma in Clinical Research and Pharmacovigilance from James Lind Institute, Karnataka. He has experience of over two decades in development and product management, business analyst and merger and acquisitions. Prior to joining our Company, he was associated with IQVIA Consulting and Information Services India Private Limited, Excellence Data Research Private Limited, WNS Global Services Private Limited, and Evalueserve Private Limited. He has been associated with the Company since inception.
2. Past Remuneration	Refer Corporate Governance Report for remuneration details	

IIA. Information about the Managing Director and Whole Time Director (contd.)		
Name	**Mr. Prabhat Agrawal** (Managing Director & CEO)	**Mr. Prem Sethi** (Whole Time Director & COO)
3. Recognition or award	Prabhat Agrawal received "CEO of the Year – 2016" in the 9th Annual Pharmaceutical Leadership Summit and Pharma Leaders Business Leadership Awards 2016.	Prem Sethi received the Business Leader Award from Business Transformation Awards 2021 by Mint and Techcircle.
4. Job profile and suitability	He is the Promoter, Managing Director and Chief Executive Officer of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. Considering his qualifications, skills and his key contributions in the growth of the Company his continuation in the present position is essential for continued growth in business.	He is the Promoter, Whole-time Director and Chief Operating Officer of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. Considering his qualifications, skills and his key contributions in the growth of the Company his continuation in the present position is essential for continued growth in business.
5. Remuneration proposed	Refer Explanatory Statement forming part of this notice.	
6. Comparative remuneration Profile concerning the industry, size of the Company, profile of the position, and person	The Nomination and Remuneration Committee has reviewed and recommended the proposed remuneration of Executive Directors after considering factors such as the remuneration practices of comparable companies, the size and nature of the Company's operations, prevailing industry benchmarks, responsibilities, experience, and expertise. Based on the Committee's recommendation, the Board proposes the remuneration set out above for the approval of the Members.	
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	No pecuniary relationship with the Company or its managerial personnel, whether direct or indirect, other than the remuneration paid to them.	

IIB. Information about the Independent Director (s)		
Name	**Sujesh Vasudevan** (Non-Executive - Independent Director)	**Sandhya Sharma** (Non-Executive - Independent Director)
1. Background details	Refer Annexure – A of the Explanatory Statement forming a part of this Notice	
2. Past Remuneration	Refer Corporate Governance Report forming part of this Annual Report	
3. Recognition or award	None	
4. Job profile and suitability	Refer Annexure – A of the Explanatory Statement forming a part of this Notice	
5. Remuneration proposed	Refer Explanatory Statement forming part of this Notice	
6. Comparative remuneration Profile concerning the industry, size of the Company, profile of the position, and person	The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of Non-Executive Independent Directors and considered the remuneration of non-executive independent directors of other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Non-Executive Independent Director. The Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of their expertise and profile.	

IIB. Information about the Independent Director (s) (contd.)		
Name	**Sujesh Vasudevan** (Non-Executive - Independent Director)	**Sandhya Sharma** (Non-Executive - Independent Director)
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	No pecuniary relationship with the Company, whether direct or indirect, other than the remuneration/commission and sitting fees paid to them.	

III. Other Information	
1. Reasons for loss or inadequate profits	The standalone net profit of the Company, against which the ceilings prescribed under Section 197 of the Companies Act, 2013 are computed, represents only a part of the Group's overall performance, as a significant proportion of the Group's operations and profits is generated through its subsidiaries. During the year under review, the Company expanded its operations beyond pharmaceuticals into the MedTech and In-Vitro Diagnostics segments. This diversification required upfront investment in sales, marketing, and commercial infrastructure, ahead of these segments delivering a full year of contribution to revenue and profit. Additionally, the Company absorbed a non-recurring charge during the year on account of the implementation of the new Labour Codes. These factors had a disproportionate impact on standalone profitability for the year and should be read in conjunction with the Company's consolidated performance, which more accurately reflects the overall strength and trajectory of the business.
2. Steps taken or proposed to be taken for improvement	The Company's profitability will continue to improve through enhanced procurement scale, a strategic shift towards full-service commercial engagements, and a progressive rebalancing of the business mix in favour of higher-margin segments, namely MedTech, In-Vitro Diagnostics, alongside the exit of sub-optimal lines of business and the redeployment of capital so released. Operating leverage, derived from network integration and common systems across acquired entities, will enable revenue growth to outpace the fixed cost base. Concurrently, disciplined management of working capital is expected to sustain positive operating cash flow, thereby reducing the Company's borrowing cost over time.
3. Expected increase in productivity and profits in measurable terms	These initiatives are directed towards revenue growth ahead of the industry, EBITDA margin expansion, improved return ratios and sustained positive operating cash flow, with profitability expected to improve progressively on account of operating leverage, a richer mix and working capital discipline. The eventual outcome remains contingent upon industry growth, regulatory and pricing developments, and the pace of integration of recently acquired businesses; accordingly, a precise quantification of future profit is not being placed before the Members. The improvement is expected to be progressive and broadly consistent with the trend demonstrated over the preceding four financial years.

IV. Disclosures
The required information/details shall be disclosed under the Report of Corporate Governance in the Annual Report for the financial year 2025-26 of the Company.