

Ref: 30/SE/LC/2024-25

Date: 02/08/2024

To,

**Head, Listing Compliance Department
BSE Limited**

Phiroze Jeejeebhoy Towers Dalal Street,
Mumbai - 400 001.

Scrip Code: 544122

**Head, Listing Compliance Department
National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051

Scrip Symbol: ENTERO

Dear Sir/Madam,

Subject: Outcome of Board Meeting held on August 02, 2024.

Reference: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('LODR')

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, at their meeting held today i.e. August 02, 2024, inter alia, considered and approved following:

- 1) Annual Report of the Company for the financial year 2023-24 ("**Annual Report**") and following:
 - a) Board Report of the financial year 2023-24 along with its annexures ("**Board Report**") forming a part of Annual Report.
 - b) Based on the recommendation of the Audit Committee of the Company, Directors Responsibility Statement forming part of Board Report of the Company
 - c) Based on the recommendation of the Audit Committee of the Company, Management Discussion and Analysis Report ("**MDAR**") for the financial year ending March 31, 2024.
 - d) Business Responsibility and Sustainability Report ("**BRSR**")
 - e) Corporate Governance Report ("**CGR**") along with its annexures forming a part of Annual Report 2023-24 of the Company.
- 2) Day, date and time of the 06th Annual General Meeting ("**AGM**") to be held through video conferencing and the Notice convening the AGM of the Company:

Day: Wednesday
Date: August 28, 2024
Time: 11:30 A.M.
Through: Video conferencing/Other Audio-Visual Means ("**OAVM**")
- 3) Appointment of M/s. Amit Jaste & Associates, Practicing Company Secretaries, as scrutinizer for e-voting for the Annual General Meeting ("**AGM**")
- 4) In accordance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**") as amended from time-to-time, based

on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors has approved :

- a) The Ratification of "Entero Employee Stock Option 2023" ("ESOP 2023" / "Plan").
 - b) 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.
- 5) Board approved, inter-alia, to execute the definitive agreements to acquire following entities directly:
- a. Gourav Medical Agencies Private Limited
 - b. Sai Pharma Distributor Private Limited
 - c. Srinivasa Lifecare Private Limited

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 in respect of the 4 entities proposed to be acquired, are given in **Annexure A, B and C** respectively, annexed hereto.

- 6) Extension of time period for completion of the following acquisitions:
- a) This is with reference to intimation given to Stock Exchanges, pursuant to approval given by the Board of Directors at its Meeting held on March 08, 2024 for acquisition of balance 15% of equity shares from erstwhile promoters of Getwell Medicare Solution Private Limited. The Board of Directors at its meeting held on August 02, 2024 has approved the extension in time period for completion of acquisition of target entity as mentioned below:

Sr. No.	Name of target entity	Original Indicative time period for completion of the acquisition	Revised Indicative time period for completion of the acquisition
1.	Getwell Medicare Solution Private Limited.	March 14, 2024	October 31, 2024

All the other details except the above revision shall remain same.

- b) This is with reference to intimation given to Stock Exchanges, pursuant to approval given by the Board of Directors at its Meeting held on May 29, 2024 for acquisition of 76% of equity shares from erstwhile promoters of Visionary Medicare Solutions Private Limited by the Company and acquisition of Amar Drugs Distributors, a partnership firm through Chhabra Healthcare Solutions Private Limited, Wholly Owned Subsidiary Company.

The Board of Directors at its meeting held on August 02, 2024 has approved the extension in time period for completion of aforesaid acquisition of target entities as mentioned below:

Sr. No.	Name of target entity	Original Indicative time period for completion of the acquisition	Revised Indicative time period for completion of the acquisition
1.	Visionary Medicare Solutions Private Limited	July 31, 2024	October 31, 2024
2.	Amar Drugs Distributors, a partnership firm	July 31, 2024	October 31, 2024

All the other details except the above revision shall remain same.

The Board Meeting commenced at 01:15 PM (IST) and concluded at 04:00 PM (IST).

This outcome will also be uploaded on the website of the Company.

You are requested to take the same on record.

For **Entero Healthcare Solutions Limited**

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

Annexure- A

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are as under:

Sr. No.	Particulars	Details
a	Name of the target entity, details in brief such as size, turnover etc.	<p>Gourav Medical Agencies Private Limited, a company incorporated in Jaipur, Rajasthan, India, bearing CIN U46497RJ2024PTC095910 (“GMAPL”).</p> <p>GMAPL is engaged in the business of wholesale distribution of pharmaceuticals and other allied products.</p> <p>Paid-up equity share capital of GMAPL is INR. 1,00,000/- (Indian Rupees One Lakh Only).</p> <p>The turnover of GMAPL is NIL as GMAPL was incorporated as on July 05, 2024.</p>
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm s length”	<p>No, the acquisition shall not fall within related party transaction and promoter/promoter group/ group companies does not have any interest in the GMAPL.</p>
c.	Industry to which the entity being acquired belongs	<p>GMAPL operates in same line of business activity i.e. business of distribution of pharmaceuticals, surgical and other healthcare and allied products.</p>
d.	Objects and impact of acquisition	<p>The business of GMAPL is in line of the business of the Company i.e. wholesale distribution of pharmaceutical</p>

Sr. No.	Particulars	Details
	(including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	and other allied products and the acquisition of GMAPL by the Company shall enable the Company to expand its business in the State of Rajasthan and thereby enabling the Company to generate additional business and revenue on consolidated basis.
e.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable.
f.	Indicative time period for completion of the acquisition;	The acquisition shall be completed by September 30, 2024.
G.	Consideration whether cash consideration or share swap or any other form and details of the same	The acquisition of GMAPL will be through cash consideration.
h.	Cost of acquisition and/ or the price at which the shares are acquired;	<p>8,000 equity shares of GMAPL will be acquired at INR 10/- (Indian Rupees Ten only) per equity share at total amount of Rs. 80,000/- (Indian Rupees Eighty Thousand only).</p> <p><i>Note: GMAPL is considering acquisition of business undertaking of Gourav Medical Agencies, the Proprietorship, Mr. Sanjay Kumar Goyal, as sole proprietor, as a going concern on a slump sale basis, which is in the business of wholesale distribution of pharmaceutical products, surgical and other healthcare and allied products.</i></p> <p><i>The slump sale amount payable shall be discharged by GMAPL. Details of revenue pertaining to Gourav Medical Agencies, for last three years, has been summarized in Annexure I.</i></p>
i	Percentage of shareholding /	Company is proposed to acquire 8,000 (Eight Thousand) equity shares of face value INR 10/- (Indian Rupees Ten

Sr. No.	Particulars	Details
	control acquired and / or number of shares acquired;	only) each, equivalent to 80% (Eighty percent) of the total issued and paid-up equity share capital of GMAPL.
j	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	GMAPL is engaged in the business of wholesale distribution of pharmaceutical and other allied products. GMAPL was incorporated on July 05, 2024 and thus the turnover of GMAPL is NIL. GMAPL conducts its business only in India.

Annexure I

GMAPL shall acquire business undertakings of Gourav Medical Agencies. Details of revenue are mentioned below:

Name of the Firm	Figures in Rs. Mn		
	F.Y - 2023-2024 (Unaudited)	F.Y - 2022-2023 (Audited)	F.Y - 2021-2022 (Audited)
<i>Gourav Medical Agencies</i>	357	276	315
Total	357	276	315

Annexure- B

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are as under:

Sr. No.	Particulars	Details
a	Name of the target entity, details in brief such as size, turnover etc.	<p>Sai Pharma Distributors Private Limited, a company incorporated in Hyderabad, Telangana, India, bearing CIN U24239TG2000PTC034017 (“SPDPL”).</p> <p>SPDPL is engaged in the business of wholesale distribution of pharmaceuticals and other allied products.</p> <p>Paid-up equity share capital of SPDPL is INR. 99,00,000/- (Indian Rupees Ninety-Nine Lakhs Only).</p> <p>The turnover of SPDPL is mentioned in <i>Annexure I</i>.</p>
b.	whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm s length”	No, the acquisition shall not fall within related party transaction and promoter/promoter group/ group companies does not have any interest in the SPDPL.
c.	industry to which the entity being acquired belongs	SPDPL operates in same line of business activity i.e. business of distribution of pharmaceuticals, surgical and other healthcare and allied products.
d.	objects and impact of acquisition (including but not limited to,	The business of SPDPL is in line of the business of the Company i.e. wholesale distribution of pharmaceutical and other allied products and the acquisition of SPDPL by the Company shall enable the Company to expand its

Sr. No.	Particulars	Details
	disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	business in the State of Telangana and thereby enabling the Company to generate additional business and revenue on consolidated basis.
e.	brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable.
f.	indicative time period for completion of the acquisition;	The acquisition shall be completed by September 30, 2024.
G.	consideration whether cash consideration or share swap or any other form and details of the same	The acquisition of SPDPL will be through cash consideration.
h.	cost of acquisition and/ or the price at which the shares are acquired;	6,93,000 equity shares of face value of INR 10 /- each of SPDPL representing 70% of the total issued and paid-up equity share capital will be acquired at INR 1,114 (Indian Rupees One Thousand One Hundred Fourteen only) per equity share at total consideration amount of Rs. 77,20,00,000/- (Indian Rupees Seventy-Seven Crore Twenty Lakhs only). The consideration includes contingent payouts based on fulfilment of certain agreed future financial performance of SPDPL.
i	percentage of shareholding / control acquired and / or number of shares acquired;	Company is proposed to acquire 6,93,000 (Six Lakh Ninety-Three Thousand) equity shares of face value INR 10/- (Indian Rupees Ten only) each, representing 70% (Seventy percent) of the total issued and paid-up equity share capital of SPDPL.
j	brief background about the entity acquired in terms	SPDPL is engaged in the business of wholesale distribution of pharmaceutical and other allied

Sr. No.	Particulars	Details
	of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	products. SPDPL was incorporated on March 24, 2000. SPDPL conducts its business only in India.

Annexure I

Details of revenue are mentioned below:

Name of the Firm	Figures in Rs. Mn		
	F.Y - 2023-2024 (Unaudited)	F.Y - 2022-2023 (Audited)	F.Y - 2021-2022 (Audited)
SPDPL	2,221	1,705	1,194
Total	2,221	1,705	1,194

Annexure- C

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are as under:

Sr. No.	Particulars	Details
a	Name of the target entity, details in brief such as size, turnover etc.	<p>Srinivasa Lifecare Private Limited, a company incorporated in Khammam, Telangana, India, bearing CIN U46497TS2024PTC187272 (“SLPL”).</p> <p>SLPL is engaged in the business of wholesale distribution of pharmaceuticals and other allied products.</p> <p>Paid-up equity share capital of SLPL is INR. 1,00,000/- (Indian Rupees One Lakhs Only).</p> <p>The turnover of SLPL is NIL as SLPL was incorporated as on July 05, 2024.</p>
b.	whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm s length”	No, the acquisition shall not fall within related party transaction and promoter/promoter group/group companies does not have any interest in the SLPL.
c.	industry to which the entity being acquired belongs	SLPL operates in same line of business activity i.e. business of distribution of pharmaceuticals, surgical and other healthcare and allied products.
d.	objects and impact of acquisition	The business of SLPL is in line of the business of the Company i.e. wholesale distribution of

Sr. No.	Particulars	Details
	(including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	pharmaceutical and other allied products and the acquisition of SLPL by the Company shall enable the Company to expand its business in the State of Telangana and thereby enabling the Company to generate additional business and revenue on consolidated basis.
e.	brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable.
f.	indicative time period for completion of the acquisition;	The acquisition shall be completed by September 30, 2024.
G.	consideration whether cash consideration or share swap or any other form and details of the same	The acquisition of SLPL will be through cash consideration.
h.	cost of acquisition and/ or the price at which the shares are acquired;	<p>7,000 equity shares of SLPL will be acquired at INR 10/- (Indian Rupees Ten only) per equity share at total amount of Rs. 70,000/- (Indian Rupees Seventy Thousand only).</p> <p><i>Note: SLPL is considering acquisition of business undertaking of Srinivasa Medical Distributors, Partnership, having Mr. Sambasiva Rao Doddapaneni, Mr. Venkata Kumar Doddapaneni, Mrs. Sujata Doddapaneni and Mrs. Pavani Doddapaneni as partners, as a going concern on a slump sale basis, which is in the business of wholesale distribution of pharmaceutical products, surgical and other healthcare and allied products.</i></p> <p><i>The slump sale amount payable shall be discharged by SLPL. Details of revenue pertaining to Srinivasa</i></p>

Sr. No.	Particulars	Details
		<i>Medical Distributors, for last three years, has been summarized in Annexure I.</i>
i	percentage of shareholding / control acquired and / or number of shares acquired;	Company is proposed to acquire 7,000 (Seventy Thousand) equity shares of face value INR 10/- (Indian Rupees Ten only) each, equivalent to 70% (Seventy percent) of the total issued and paid-up equity share capital of SLPL.
j	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	SLPL is engaged in the business of wholesale distribution of pharmaceutical and other allied products. SLPL was incorporated on July 05, 2024 and thus the turnover of SLPL is NIL. SLPL conducts its business only in India.

Annexure I

SLPL shall acquire business undertakings of Srinivasa Medical Distributors. Details of revenue are mentioned below:

Name of the Firm	Figures in Rs. Mn		
	F.Y - 2023-2024 (Unaudited)	F.Y - 2022-2023 (Audited)	F.Y - 2021-2022 (Audited)
<i>Srinivasa Medical Distributors</i>	525	491	497
Total	525	491	497