

Ref: 51/SE/LC/2024-25

Date: 28/08/2024

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: Summary of proceedings of 06<sup>th</sup> Annual General Meeting of the Company for FY 2023-24 held on Wednesday, August 28, 2024**

Pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, we are pleased to submit the proceedings of the 06<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on Wednesday, 28<sup>th</sup> day of August, 2024 at 1130 hours through video conferencing ("VC") or other Audio-Visual means ("OAVM") and for this purpose 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 shall be deemed to be the venue of the Meeting.

Enclosed please find the summary of proceedings of the AGM, as required under Regulation 30(4) read with Part A of the Schedule - III of SEBI Listing Regulations.

Moreover, pursuant to Regulation 44 of the SEBI Listing Regulations read with Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the business transacted at the AGM along with report of the scrutinizer shall be submitted in due course of time.

This is for your information and records.

Thanking You.

For **Entero Healthcare Solutions Limited**

Jayant Prakash

**General Counsel, Company Secretary & Compliance Officer**

(Mem: F6742)

**SUMMARY OF PROCEEDINGS OF THE 06<sup>TH</sup> ANNUAL GENERAL MEETING OF ENTERO HEALTHCARE SOLUTIONS LIMITED HELD ON WEDNESDAY, AUGUST 28, 2024 AT 1130 HOURS TO 1242 HOURS THROUGH VIDEO CONFERENCE**

The 6<sup>th</sup> Annual General Meeting (“AGM”/“Meeting”) of the Company was held on Wednesday, 28<sup>th</sup> August, 2024, through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI (SEBI Circular) from time to time in this regard.

The Meeting commenced at 11.30 a.m.

**Present:**

<b>Name</b>	<b>Designation</b>	<b>Attended through Video Conferencing from</b>
Mr. Sujesh Vasudevan	Chairman & Non-Executive Independent Director	Mumbai
Mr. Prabhat Agrawal	Managing Director and CEO and Member	Mumbai
Mr. Prem Sethi	Whole-time Director and COO and Member	Mumbai
Mr. Rajesh Shashikant Dalal	Chairman of Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Non-Executive Independent Director and Member	Mumbai
Ms. Sandhya Gadkari Sharma	Chairman of Audit Committee and Non-Executive Independent Director	Mumbai
Mr. Arun Sadhanandham	Non-Executive Non-Independent Director	Mumbai
Ms. Sumona Chakraborty	Non-Executive Non-Independent Director	Mumbai
Mr. Kevin Rohitbhai Daftary	Non-Executive Non-Independent Director	Mumbai
Mr. Chebolu Venkataramana Ram	Chief Financial Officer and Member	Mumbai
Mr. Jayant Prakash	General Counsel, Company Secretary and Compliance Officer and Member	Mumbai
Mr. Sambit Mohanty	President – Institutional Business (SMP) and Member	Mumbai
Mr. Abhitesh Kumar	President- Retail Business and New initiatives (SMP) and Member	Mumbai

Mr. Jayant Prakash, General Counsel and Company Secretary of the Company, welcomed the members and informed that the proceedings of the Meeting were being recorded for compliance purpose. He informed that in view of the applicable MCA Circulars and SEBI Circular, the facility for appointing proxy was not available at the Meeting and counting of proxy was not required.

Mr. Sujesh Vasudevan, Chairman of the Company, chaired the proceedings of the Meeting. He welcomed all the Directors, Key Managerial Persons, Senior Managerial Persons, Invitees and members of the Company to the AGM.

The Chairman announced that the requisite quorum was present through Video Conference and as such he called the Meeting to be in order. All the Directors of the Company were present for the Meeting through VC from Corporate Office of the Company except Mr. Kevin Rohitbhai Daftary, Non Executive Director(s) who attended the Meeting through VC from Mumbai.

The Chairman then introduced the other Directors present in the Meeting.

The Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee was present at the AGM to address the queries of the members, if any. The Managing Director & CEO, Wholetime Director & COO, Chief Financial Officer, Statutory Auditors, and Secretarial Auditors were also present during the Meeting.

Then the Chairman delivered his speech to the Members of the Company, which included highlights on overall vision of the Company.

Chairman then requested the Managing Director & CEO to address the members. Mr. Prabhat Agrawal, Managing Director & CEO, gave a presentation covering various aspects such as business performance, financials, outlook, etc.

Chairman then requested Mr. Jayant Prakash, General Counsel and Company Secretary to elaborate on applicable legal provisions for holding this AGM.

Mr. Jayant Prakash informed the Members as under:

- a. The Notice convening the 6<sup>th</sup> AGM and the Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2024, were taken as read as the same were already circulated to the members. As the Statutory Auditors' Report and Secretarial Auditors' Report, did not contain any qualifications/adverse remarks, they were also taken as read.
- b. This Meeting was conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility without the physical presence of the Members.
- c. The Company has tied up with CDSL to provide facility for voting through remote e-voting, e-voting at AGM and for participation of members in AGM.

- d. In terms of the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and Regulation 44 of Listing Regulations, the Company had provided e-voting facility to the Members to exercise their right to vote on all the eight resolutions proposed to be passed at the AGM through electronic voting system prior to the AGM (remote evoting). The remote e-voting period which had commenced on Sunday, August 25, 2024 at 9 AM and ended on Tuesday, August 27, 2024 at 5 PM. Members who had not exercised their vote earlier, could also vote during the AGM (e-voting). E-voting platform remained open until 15 minutes after closure of the Meeting.
- e. The Company had taken all feasible steps under the circumstances to ensure that the members were provided an opportunity to participate in this AGM and vote.
- f. The detailed instructions for speakers and participants had been provided in the notice of AGM and were informed briefly to the members.
- g. The necessary registers and documents referred to in the Notice dated 2<sup>nd</sup> August, 2024 convening the AGM were available for inspection.
- h. The facility for appointment of proxy was not available at this Meeting as per the MCA circulars.
- i. The combined results of remote evoting and the evoting at the Meeting will be announced and displayed on the website of the Company and will also be announced and displayed on the website of the Company and will also be submitted to the Stock Exchanges where the Equity shares of the Company are listed as per the requirements under the SEBI Listing Regulations within 48 hours of the conclusion of the Meeting.

He then gave a brief advisory to the members about speaker registration and speaking at the Meeting.

The Chairman then placed before the Meeting following eight resolutions as set out in the Notice of the AGM for the Members' approval:

The Chairman read out the business to be transacted at the Meeting as mentioned in AGM notice.

Sr. No	Resolutions Description	Type of Resolution
<b>Ordinary Business</b>		
1	To receive consider and adopt: <ul style="list-style-type: none"> <li>a. the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the reports of Board of Directors and the Auditors' thereon</li> <li>b. the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the reports of the Auditors' thereon</li> </ul>	Ordinary
2	Appointment of a Director in place of Ms. Sumona Chakraborty (DIN: 09597426), who retires by rotation and being eligible, offers herself for re-appointment	Ordinary
3	Appointment of M/s. M S K A & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years	Ordinary
<b>Special Business</b>		
4	Appointment of Mr. Kevin Rohitbhai Daftary (DIN:10637792) as Non-Executive Non Independent Director of the Company	Ordinary
5	Approval for increase in limits to provide loan, guarantee or security in respect of loan made to any person or body corporate or to make investment in any other body corporate under Section 186 of the Companies Act, 2013	Special
6	Ratification of Approval of the 'Entero Employee Stock Option Plan, 2023' ("ESOP 2023"/ "Plan")	Special
7	Ratification of the extension of the benefits under the Entero Employee Stock Option Plan, 2023' ("ESOP 2023"/ "PLAN") to the employees of subsidiary companies of the Company	Special
8	Alteration of the Articles of Association of the Company and insertion of clauses pursuant to Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special

Mr. Jayant Prakash, General Counsel and Company Secretary, then informed the members that in respect of business at item no 5, certain wordings in the said resolutions were not relevant and were inadvertently retained due to typographical error and for the purpose of clarity and fair summary, the same would be suitably corrected in the minutes of the AGM by removing the said words, in accordance with Secretarial Standard 2- on General Meetings issue by Institute of Company Secretaries of India (ICSI). He informed that the said removal is required for removing the ambiguity and requested the members to be take note of the same.

Chairman then informed the members that since the remote and venue evoting facility was provided and the AGM was held through VC, there won't be any proposing and seconding of the resolutions.

The Members were then requested to raise their queries on the Agenda Items as set out in the Notice convening the AGM. Out of the 11 registered speaker requests, total 7 members spoke/raised queries/made comments on the financial performance and other relevant matters. All members expressed satisfaction about the performance of the Company. Necessary responses were provided to the Members by the Managing Director & CEO of the Company.

The Board of Directors of the Company had appointed M/s. Amit Jaste & Associates, Practising Company Secretaries as the Scrutinizer for scrutiny of the votes cast through the remote evoting platform and also for electronic voting at the AGM and he would submit his Consolidated Report on remote e-voting and electronic voting at this Meeting within the stipulated time.

The Chairman authorized Mr. Jayant Prakash, General Counsel and Company Secretary to publish the results of voting alongwith Scrutinizer's Report on the website of the Company and CDSL and also intimate to BSE and NSE within the prescribed timelines.

The Chairman as well as Managing Director & CEO, thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and observations.

As informed by the Company Secretary, voting on the CDSL platform continued for additional 15 minutes after closure of the Meeting to enable the Members to cast their votes. On completion of the e-voting process, the Meeting concluded at 12.42 p.m. (IST).

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