

Ref: 70/SE/LC/2024-25

Date: 12/11/2024

To,
Head, Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers Dalal Street,
Mumbai - 400 001.

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

Scrip Code: 544122

Dear Sir/Madam,

Subject: Outcome of Board Meeting held on November 12, 2024.

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), we wish to inform you that the Board of Directors of the Company, at their meeting held today i.e. November 12, 2024, inter alia, considered and approved following:

- 1) Based on the recommendation of the Audit Committee of the Company, approved the Unaudited Financial Results (Standalone and Consolidated) and Limited Review Report of the Statutory Auditors for the quarter and half year ended September 30, 2024. The said results are separately disclosed to the Stock Exchanges in the prescribed format.
- 2) Cancellation of the proposed acquisition of Visionary Medicare Solutions Private Limited due to technical and commercial reasons.
- 3) The voluntary strike-off of non-operational Companies:
 - a). Quomed Lifesciences Private Limited (Wholly-Owned Subsidiary)
 - b). Rimedio Pharma Private Limited (Wholly-Owned Subsidiary)
 - c). Zennx Software Solutions Private Limited (Wholly-Owned Subsidiary)

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 July 13, 2023 in respect of the above entities proposed to be struck off, are given in **Annexure A, B and C** respectively, annexed hereto.

- 4) On recommendation of the Nomination & Remuneration Committee Noting of grant of fresh 75,600 (Seventy-Five Thousand Six Hundred) Options under the existing "Entero Employee Stock Option Plan 2023".
- 5) To make investment upto INR 20 Crores (Indian Rupees Twenty Crores Only) in the equity shares proposed to be issued by Getwell Medicare Solutions Private Limited, existing subsidiary of the Company, in one or more tranches, in such a manner/method as may be decided in future.
- 6) Extension of time period for completion of the below mentioned acquisition:

This is with reference to intimations given earlier to Stock Exchanges, pursuant to approval given by the Board of Directors at its Meeting held on March 08, 2024, and subsequent extension on August 02, 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 November 12, 2024 has approved the extension in time period for completion of acquisition of target entity as mentioned below:

Sr. No.	Name of target entity	Revised Indicative time period for completion of the acquisition
1.	Getwell Medicare Solution Private Limited.	March 31, 2025

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

- 7) Board approved, inter-alia, to conduct due diligence and execute the definitive agreements to acquire following 2 entities by the Company or indirectly through its subsidiary(s):
- M/s. Shree Enterprises, a partnership firm.
 - M/s. Radha Swami Medico House, a proprietorship firm.

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 July 13, 2023 in respect of the above entities proposed to be acquired, are given in **Annexure D and E** respectively, annexed hereto.

The Board Meeting commenced at 02:00 PM (IST) and concluded at 06:20 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	Date of such binding agreement, if any, entered for sale of such unit/division, if any	Not Applicable.
b.	Amount & percentage of turnover or revenue or income and net worth of the listed entity contributed by such subsidiary unit or division during the last financial year.	Turnover : Nil (representing 0%) Income : Negligible Net worth: Negligible
c.	Date of closure or estimated time of closure	The date of closure (Voluntary Strike-off) of Quomed Lifesciences Private Limited (Wholly-owned subsidiary company) shall be completed by March 31, 2025, subject to approval from Registrar of Companies (" RoC ").
d.	Reasons for closure	The Company is non-operational.

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	Date of such binding agreement, if any, entered for sale of such unit/division, if any	Not Applicable.
b.	Amount & percentage of turnover or revenue or income and net worth of the listed entity contributed by such subsidiary unit or division during the last financial year	Turnover : Nil (representing 0%) Income : Negligible Net worth: Negligible
c.	Date of closure or estimated time of closure	The date of closure (Voluntary Strike-off) of Rimedio Pharma Private Limited (Wholly-owned subsidiary company) shall be completed by March 31, 2025, subject to approval from Registrar of Companies (" RoC ").
d.	Reasons for closure	The Company is non-operational.

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	Date of such binding agreement, if any, entered for sale of such unit/division, if any	Not Applicable.
b.	Amount & percentage of turnover or revenue or income and net worth of the listed entity contributed by such unit or division during the last financial year	Turnover : Nil (representing 0%) Income : Negligible Net worth: Negligible
c.	Date of closure or estimated time of closure	The date of closure (Voluntary Strike-off) of Zennx Software Solutions Private Limited (Wholly-owned subsidiary company) shall be completed by March 31, 2025, subject to approval from Registrar of Companies ("RoC").
d.	Reasons for closure	The Company is non-operational.

Annexure- D

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>M/s. Shree Enterprises , a partnership firm, having its office at TC25/2970(2) & 25/2970 (3) Malloor Road , Vanchiyoor, Thiruvananthapuram-695035</p> <p>Shree Enterprises is engaged in the business of wholesale distribution of pharmaceuticals and other allied products.</p> <p>The turnover of Shree Enterprises for the year 2023-2024 is INR 443.78 Mn.</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>Yes, the acquisition shall fall within related party transaction as directors of Subsidiary Company are partners in target entity.</p> <p>No, the promoter or promoter group of the Company does not have any interest in the entity being acquired.</p> <p>The transaction is at arm's length basis.</p>
c.	Industry to which the entity being acquired belongs	Shree Enterprises 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, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The business of Shree Enterprises is in line of the business of the Company i.e. wholesale distribution of pharmaceutical and other allied products and the acquisition of business of Shree Enterprises by the Company shall enable 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 January 31, 2025.
G.	consideration whether cash consideration or share swap or any other form and details of the same	The acquisition of Shree Enterprises will be through cash consideration.
h.	cost of acquisition and/or the price at which the shares are acquired;	The Company shall pay an amount upto INR 231.12 Mn (includes net assets and target based milestone achievement consideration) for the acquisition of the business of Shree Enterprises, subject to completion of due diligence.
i	percentage of shareholding / control acquired and / or number of shares acquired;	100% Stake acquisition through business transfer.
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);	<p>Shree Enterprises is engaged in the business of wholesale distribution of pharmaceutical and other allied products.</p> <p>The turnover of Shree Enterprises financial year 2021-2022 is INR 436.52 Mn, for financial year 2022-23 is INR 459.17 Mn and for financial year 2023-24 is INR 443.78 Mn.</p> <p>Shree Enterprises conducts its business only in India.</p> <p>The Company has entered into a binding Memorandum of Understanding for acquiring 100% stake in Shree Enterprises, partnership firm, through the Company or any one of its subsidiary Company, subject to satisfactory completion of due diligences and execution of definitive agreements and fulfilment of conditions therein, if any.</p>

Annexure- E

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>M/s. Radha Swami Medico House, a proprietorship firm, having its office at Haripura Mohalla, Jhajjar - 124507</p> <p>Radha Swami Medico House is engaged in the business of wholesale distribution of pharmaceuticals, Veterinary and other allied products.</p> <p>The turnover of Radha Swami Medico House for the year 2023-2024 is INR 130.30 Mn.</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 Radha Swami Medico House.
c.	industry to which the entity being acquired belongs	Radha Swami Medico House operates in same line of business activity i.e business of distribution of pharmaceuticals, surgical, Veterinary products and other healthcare and allied products.
d.	objects and impact of acquisition (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);	The business of Radha Swami Medico House is in line of the business of the Company i.e. wholesale distribution of pharmaceutical and other allied products and the acquisition of business of Radha Swami Medico House by the Company shall enable the Company to generate additional business and revenue on consolidated basis.
e.	brief details of any governmental or	Not applicable.

	regulatory approvals required for the acquisition;	
f.	indicative time period for completion of the acquisition;	The acquisition shall be completed by January 31, 2025.
G.	consideration whether cash consideration or share swap or any other form and details of the same	The acquisition of Radha Swami Medico House will be through cash consideration.
h.	cost of acquisition and/ or the price at which the shares are acquired;	The Company shall pay an amount upto INR 50.94 Mn (includes net assets and target based milestone achievement consideration) for the acquisition of the business of Radha Swami Medico House, subject to completion of due diligence.
i	percentage of shareholding / control acquired and / or number of shares acquired;	100% acquisition through Business Transfer.
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);	<p>Radha Swami Medico House is engaged in the business of wholesale distribution of pharmaceutical, Veterinary and other allied products.</p> <p>The turnover of Radha Swami Medico House financial year 2021-2022 is INR 140.95 Mn, for financial year 2022-23 is INR 129.21 Mn and for financial year 2023-24 is INR 130.30 Mn.</p> <p>Radha Swami Medico House conducts its business only in India.</p> <p>The Company has entered into a binding Memorandum of Understanding for acquiring 100% stake in Radha Swami Medico House, partnership firm, through the Company or any one of its subsidiary Company, subject to satisfactory completion of due diligences and execution definitive agreements and fulfilment of conditions therein, if any.</p>