

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74999HR2018PLC072204

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECE9029Q

(ii) (a) Name of the company

ENTERO HEALTHCARE SOLUTIO

(b) Registered office address

Plot No. I-35, Building -B,Industrial Area Phase-I,13/7 Ma
thura Road, NA
Faridabad
Faridabad
Haryana
121002

(c) *e-mail ID of the company

co.sec@ehspl.com

(d) *Telephone number with STD code

02226529100

(e) Website

https://www.enterohealthcare

(iii) Date of Incorporation

10/01/2018

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ORBIMED ASIA III MAURITIUS L		Holding	70.69
2	NOVACARE HEALTHCARE SOLU	U51900MH2018PTC309987	Subsidiary	100
3	R S M PHARMA PRIVATE LIMITE	U85110KA1989PTC009974	Subsidiary	100
4	GETWELL MEDICARE SOLUTION	U52310KL2018PTC055604	Subsidiary	85
5	SUNDARLAL PHARMA DISTRIB	U51909MH2018PTC315127	Subsidiary	100
6	CHHABRA HEALTHCARE SOLU	U36900DL2018PTC338597	Subsidiary	100
7	GALAXYSTAR PHARMA DISTRIB	U51909MH2018PTC314815	Subsidiary	100

8	AVENUES PHARMA DISTRIBUTORS	U24239KA2019PTC122720	Subsidiary	100
9	CHIRAG MEDICARE SOLUTIONS	U51909KA2019PTC122808	Subsidiary	100
10	JAGGI ENTERPRISES PRIVATE LIMITED	U74999DL2017PTC317744	Subsidiary	100
11	CHEETHANA HEALTHCARE SOLUTIONS	U51909KA2019PTC122804	Subsidiary	100
12	VASAVI MEDICARE SOLUTIONS	U51909TZ2019PTC031869	Subsidiary	100
13	SVMED SOLUTIONS PRIVATE LIMITED	U51397AP2019PTC111697	Subsidiary	100
14	CHEETHANA PHARMA PRIVATE LIMITED	U51909KA2019PTC123150	Subsidiary	100
15	MILLENNIUM MEDISOLUTIONS	U74999HR2018PTC076964	Subsidiary	100
16	RADA MEDISOLUTIONS PRIVATE LIMITED	U51397TN2019PTC128334	Subsidiary	100
17	SESHA BALAJEE MEDISOLUTIONS	U51909AP2019PTC112528	Subsidiary	100
18	BARROS ENTERPRISES PRIVATE LIMITED	U51909GA2019PTC014087	Subsidiary	100
19	SREE VENKATESHWARA MEDISOLUTIONS	U51900TG2020PTC139985	Subsidiary	100
20	QUROMED LIFESCIENCES PRIVATE LIMITED	U51100MH2020PTC339126	Subsidiary	100
21	RIMEDIO PHARMA PRIVATE LIMITED	U51909MH2020PTC339123	Subsidiary	100
22	CUREVER PHARMA PRIVATE LIMITED	U24230MH2021PTC353725	Subsidiary	100
23	CALCUTTA MEDISOLUTIONS PRIVATE LIMITED	U51397WB2020PTC236018	Subsidiary	100
24	CHEETHANA PHARMA DISTRIBUTORS	U51909KA2020PTC133694	Subsidiary	100
25	CPD PHARMA PRIVATE LIMITED	U51909TN2019PTC130073	Subsidiary	100
26	ATREJA HEALTHCARE SOLUTIONS	U51909HR2021PTC092908	Subsidiary	100
27	WESTERN HEALTHCARE SOLUTIONS	U51909KL2021PTC068006	Subsidiary	100
28	CITY PHARMA DISTRIBUTORS PRIVATE LIMITED	U24299KA2021PTC145022	Subsidiary	100
29	ZENNX SOFTWARE SOLUTIONS	U72900MH2021PTC371067	Subsidiary	100
30	SWAMI MEDISOLUTIONS PRIVATE LIMITED	U51909PB2021PTC053818	Subsidiary	100
31	NEW RRPD PRIVATE LIMITED	U51397TN2021PTC147584	Subsidiary	100
32	NEW SIVA AGENCIES PRIVATE LIMITED	U51909TN2021PTC147738	Subsidiary	100

33	SRI PARSHVA PHARMA DISTRIE	U85300KA2021PTC154908	Subsidiary	100
34	SRI RAMA PHARMACEUTICAL L	U51909TG2021PTC156822	Subsidiary	100
35	SVS LIFESCIENCES PRIVATE LIM	U24100CT2022PTC013078	Subsidiary	100
36	SAURASHTRA MEDISOLUTIONS	U24304GJ2022PTC128793	Subsidiary	100
37	S.S. PHARMA TRADERS PRIVAT	U85300UP2022PTC168228	Subsidiary	100
38	G.S.Pharmaceutical Distributo	U74999MH2017PTC300189	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	4,570,000	4,111,527	4,111,527	4,111,527
Total amount of equity shares (in Rupees)	45,700,000	41,115,270	41,115,270	41,115,270

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 10/- each				
Number of equity shares	4,570,000	4,111,527	4,111,527	4,111,527
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	45,700,000	41,115,270	41,115,270	41,115,270

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	799,780,000	663,613,950	663,613,950	663,613,950
Total amount of preference shares (in rupees)	7,997,800,000	6,636,139,500	6,636,139,500	6,636,139,500

Number of classes

4

Class of shares Series A1 CCPS of Rs. 10/- each	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	565,847,000	471,999,900	471,999,900	471,999,900
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	5,658,470,000	4,719,999,000	4,719,999,000	4,719,999,000
Class of shares Series A2 CCPS of Rs. 10/- each	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	193,564,100	161,170,627	161,170,627	161,170,627
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,935,641,000	1,611,706,270	1,611,706,270	1,611,706,270
Class of shares Series A3 CCPS of Rs. 10/- each	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	3,996,900	3,096,833	3,096,833	3,096,833
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	39,969,000	30,968,330	30,968,330	30,968,330
Class of shares Series A4 CCPS of Rs. 10/- each	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	36,372,000	27,346,590	27,346,590	27,346,590
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	363,720,000	273,465,900	273,465,900	273,465,900

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	3,850,200	3850200	38,502,000	38,502,000	
Increase during the year	0	261,327	261327	2,613,270	2,613,270	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	261,327	261327	2,613,270	2,613,270	0

iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	4,111,527	4111527	41,115,270	41,115,270	
Preference shares						
At the beginning of the year	2,051,287	616,938,689	618989976	6,189,899,7	6,189,899,	
Increase during the year	138,284	44,485,690	44623974	446,239,740	446,239,740	
i. Issues of shares	138,284	44,485,690	44623974	446,239,740	446,239,740	
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						

At the end of the year	2,189,571	661,424,379	663613950	6,636,139,5	6,636,139,5	
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ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="31/12/2022"/>	
Date of registration of transfer (Date Month Year)		<input type="text" value="27/03/2023"/>	
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="107"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
Ledger Folio of Transferor	<input type="text" value="Shares transferred in demat"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="I M Investments Trusts"/>
	Surname	middle name	first name

Ledger Folio of Transferee		Shares transferred in demat	
Transferee's Name			Prasid Uno Family Trust
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	27/03/2023
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Type of transfer	Preference Sha	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	41,936,000	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor		Shares transferred in demat	
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Transferor's Name			I M Investments Trusts
	Surname	middle name	first name

Ledger Folio of Transferee		Shares transferred in demat	
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Transferee's Name			Prasid Uno Family Trust
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	28/03/2023
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Type of transfer	Preference Sha	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	56,734,627	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor		Shares transferred in demat	
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Transferor's Name			I M Investments Trusts
	Surname	middle name	first name

Ledger Folio of Transferee		Shares transferred in demat	
Transferee's Name			Prasid Uno Family Trust
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	31/03/2023
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Type of transfer	Preference Sha	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	62,500,000	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor		Shares transferred in demat	
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Transferor's Name			I M Investments Trusts
	Surname	middle name	first name

Ledger Folio of Transferee		Shares transferred in demat	
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Transferee's Name			Prasid Uno Family Trust
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor			
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

(ii) Net worth of the Company

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,111,313	99.99	3,796,833	0.57
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	107	0	471,999,900	71.13
10.	Others	0	0	0	0
	Total	4,111,420	99.99	475,796,733	71.7

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	17,038,049	2.57
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	2,189,571	0.33

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	7,418,970	1.12
10.	Others Prasad Uno Family Trust	107	0	161,170,627	24.29
	Total	107	0	187,817,217	28.31

Total number of shareholders (other than promoters)

48

**Total number of shareholders (Promoters+Public/
Other than promoters)**

51

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	3
Members (other than promoters)	18	48
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	2	0	2	0	1.19	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	3	2	3	1.19	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PRABHAT AGRAWAL	07466382	Managing Director	2,733,756	
PREM SETHI	07077034	Director	1,377,557	
SUNNY SHARMA	02267273	Director	0	23/08/2023
VIPUL INDRAVADAN D	08350894	Director	0	
ARUN SADHANANDHA	08445197	Director	0	
VENKATARAMANA RA	ABFPC5808C	CFO	0	
JAYANT PRAKASH	APRPP9773R	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VENKATARAMANA RA	ABFPC5808C	CFO	13/03/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	31/12/2022	51	5	96.04
Extra Ordinary General Meeting	12/07/2022	20	4	96.28
Extra Ordinary General Meeting	13/10/2022	38	5	96.3
Extra Ordinary General Meeting	27/03/2023	51	5	96.04

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2022	5	5	100
2	14/07/2022	5	5	100
3	12/09/2022	5	5	100
4	11/10/2022	5	5	100
5	17/10/2022	5	5	100
6	19/10/2022	5	5	100
7	21/12/2022	5	5	100
8	03/01/2023	5	5	100
9	13/03/2023	5	5	100
10	25/03/2023	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	PRABHAT AG	10	10	100	0	0	0	Yes
2	PREM SETHI	10	10	100	0	0	0	Yes
3	SUNNY SHAF	10	10	100	0	0	0	No
4	VIPUL INDRA	10	10	100	0	0	0	Yes
5	ARUN SADHA	10	10	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prabhat Agrawal	Managing Director	34,528,392	0	0	0	34,528,392
	Total		34,528,392	0	0	0	34,528,392

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Venkataramana Rai	Chief Financial Officer	3,604,401	0	0	0	3,604,401
2	Jayant Prakash	Company Secretary	4,131,729	0	0	0	4,131,729
	Total		7,736,130	0	0	0	7,736,130

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prem Sethi	Director	19,103,400	0	0	0	19,103,400
	Total		19,103,400	0	0	0	19,103,400

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Amit Jaste

Whether associate or fellow

Associate Fellow

Certificate of practice number

12234

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed
by PREM SETHI
Date: 2023.09.08
12:36:24 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
JAYANT PRAKASH
Date: 2023.09.08
16:00:36 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

List of attachments

EnteroSHPMarch 312023.pdf
Entero MGT 8 _ 2022_23.pdf
SignedClarification Letter and CTC MGT7.

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



AMIT JASTE & ASSOCIATES
Practising Company Secretaries

105, B Wing, Halkara Complex, Avdhoot Nagar, Dahisar East, Mumbai - 400068

Form No. MGT -8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of
Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Entero Healthcare Solutions Limited (formerly Entero Healthcare Solutions Private Limited) having CIN - U74999HR2018PLC072204** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **March 31, 2023** ("Financial Year"). During the year under review and as on 31st March 2023, the Company was a Private Limited Company. However, subsequent to the year end, pursuant to the approval of the Registrar of Companies, Delhi, the Company was converted from Private Limited to Public Limited Company w.e.f. 25th August, 2023.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the Financial Year correctly and adequately.
- B. During the aforesaid Financial Year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
 1. its status is active under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, or other authorities within prescribed time except a few of them being filed with late filing fees within the maximum time prescribed.



Page 1 of 4

4. calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the Company was on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolutions have been properly recorded in the minute book/registers maintained for the purpose and the same have been signed; further the Company was not required to pass any resolution by postal ballot;

5. closure of Register of Members/ Security holders, as the case may be – Not Applicable

6. advances or loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act:

During the Financial Year under review, the Company has not granted any loan, advance, any loan represented by the book debt to the directors. The Company has granted unsecured loans to its subsidiary(s) (including wholly owned Subsidiaries) and / or given guarantees and / or provided security in respect of loan made to its subsidiary(s) (including wholly owned subsidiaries).

7. contracts / arrangements with related parties as specified in Section 188 of the Act:

All related party transactions entered into by the Company during the Financial Year were either exempt from the purview of Related Party Transactions in terms of exemption granted to Private Company vide MCA Notification No G.S.R. 464 (E) dated 5th June 2015, being transactions with Subsidiaries or such transactions were in the ordinary course of business and at arm's length basis;

8. issue or allotment or transfer and issue of security certificates in all instances:

There were no instances of buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities.

9. There was no requirement of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act – Not Applicable.

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub – sections (3), (4) and (5) thereof-

The audited financial statement of the Company has been signed as per the provisions of Section 134 of the Act and report of the Board of directors has been prepared and signed as per sub-sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up the casual vacancies/ disclosure of the Directors, Key Managerial Personnel and the remuneration paid to them; the Company was not required to fill up any casual vacancies;
 - a. The Company has noted the details of disclosure of interest of the Directors.
 - b. There were changes in the Key Managerial Person as mentioned below:
 - Mr. Venkataramana Ram Chebolu was appointed as Chief Financial Officer (CFO) of the Company with effect from March 13, 2023.
13. appointment of auditors as per the provisions of section 139 of the Act-
14. During the Financial Year, the Company was not required to take any approvals from the Central Government, Tribunal, Registrar, Court or such other authorities under the various provisions of the Act except the following;
 - The Company made an application to the Registrar of Companies for extension of time for holding Annual General Meeting of the Company upto 31st December 2022 which was duly approved.
 - Increase in Authorized Capital of the Company from Rs. 704.35 crores to Rs. 804.35 Crores
15. acceptance/ renewal/ repayment of deposits -

During the Financial Year, the Company has not accepted any deposits and there were no overdue or unclaimed deposits;
16. borrowing from its Directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

During the Financial Year, the company has not borrowed any funds from directors and members.
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;



18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

Place : Mumbai
Date : 07/09/2023

For Amit Jaste & Associates
Practising Company Secretaries



Amit Jaste
Proprietor
FCS: 7289 C.P No.: 12234
UDIN: F007289E000966511

Shareholding Pattern of the Company (On a fully diluted basis) as on March 31, 2023

Authorised capital	Equity Shares of Rs. 10/- each	Series A1 CCPS of Rs. 10/- each	Series A2 CCPS of Rs. 10/- each	Series A3 CCPS of Rs. 10/- each	Series A4 CCPS of Rs. 10/- each	Total nos. of shares (Face Value of Rs. 10/- each)
Total number of authorised shares	45,70,000	56,58,47,000	19,35,64,100	39,96,900	3,63,72,000	80,43,50,000

Total numbers of shares issued, subscribed and paid up

S. No.	Name of shareholders	Equity Shares of Rs. 10/- each	Series A1 CCPS of Rs. 10/- each	Series A2 CCPS of Rs. 10/- each	Series A3 CCPS of Rs. 10/- each	Series A4 CCPS of Rs. 10/- each	No. of Shares on a Fully Diluted Basis	Percentage
1	Orbimed Asia III Mauritius Limited	107	47,19,99,900	-	-	-	47,20,00,007	70.69%
2	Prasid Uno Family Trust	107	-	16,11,70,627	-	-	16,11,70,734	24.14%
3	Prabhat Agrawal	27,33,756	-	-	18,58,100	4,00,000	49,91,856	0.75%
4	Prem Sethi	13,77,557	-	-	12,38,733	3,00,000	29,16,290	0.44%
5	Novacare Drug Specialties Private Limited	-	-	-	-	61,39,837	61,39,837	0.92%
6	Manoj Sanghani	-	-	-	-	17,58,808	17,58,808	0.26%
7	Vikramaditya Ambre	-	-	-	-	17,58,808	17,58,808	0.26%
8	Kulambi Eswarappa Prakash	-	-	-	-	53,90,244	53,90,244	0.81%
9	Chethan Malalkere Prakash	-	-	-	-	5,98,916	5,98,916	0.09%
10	Prashanth Ravindrakumar	-	-	-	-	19,18,699	19,18,699	0.29%
11	Venkata Ramana Siva Kumar Yanamadala	-	-	-	-	1,91,870	1,91,870	0.03%
12	Lavu Sahadev	-	-	-	-	1,91,870	1,91,870	0.03%



S. No.	Name of shareholders	Equity Shares of Rs. 10/- each	Series A1 CCPS of Rs. 10/- each	Series A2 CCPS of Rs. 10/- each	Series A3 CCPS of Rs. 10/- each	Series A4 CCPS of Rs. 10/- each	No. of Shares on a Fully Diluted Basis	Percentage
13	Hemant Jaggi	-	-	-	-	6,39,566	6,39,566	0.10%
14	Hemant Barros	-	-	-	-	11,97,832	11,97,832	0.18%
15	Millennium Medicare Private Limited	-	-	-	-	12,79,133	12,79,133	0.19%
16	Deepesh Gala	-	-	-	-	1,91,870	1,91,870	0.03%
17	Katragadda Raja Venkata Subrahmanya Varaprasad	-	-	-	-	3,19,783	3,19,783	0.05%
18	Naveen Kumar Gupta Kolluru	-	-	-	-	3,19,783	3,19,783	0.05%
19	Suraj Atreja	-	-	-	-	1,50,000	1,50,000	0.02%
20	Petros Diamantides	-	-	-	-	21,89,571	21,89,571	0.33%
21	Sambit Mohanty	-	-	-	-	2,10,000	2,10,000	0.03%
22	Abhitesh Kumar	-	-	-	-	1,00,000	1,00,000	0.01%
23	Balakrishnan Natesan Kaushik	-	-	-	-	50,000	50,000	0.01%
24	Amit Chauhan	-	-	-	-	1,00,000	1,00,000	0.01%
25	Rajiv Khanna	-	-	-	-	50,000	50,000	0.01%
26	Jayant Prakash	-	-	-	-	1,10,000	1,10,000	0.02%
27	Prashant Navinchandra Paleja	-	-	-	-	2,00,000	2,00,000	0.03%
28	Sayak Rana	-	-	-	-	1,50,000	1,50,000	0.02%
29	Amit Katariya	-	-	-	-	90,000	90,000	0.01%
30	Abhishek Samant	-	-	-	-	1,00,000	1,00,000	0.01%
31	Siddharth Upadhyay	-	-	-	-	30,000	30,000	0.00%
32	V PhaniRaja SekharBabu	-	-	-	-	1,50,000	1,50,000	0.02%





Entero
Healthcare Solutions Pvt. Ltd.

Entero Healthcare Solutions Private Limited
Reg. Office. : Plot No. I-35, Building - B,
Industrial Area, Phase I, 13/7, Mathura
Road, Faridabad, Haryana - 121003
CIN : U74999HR2018PTC0722204

S. No.	Name of shareholders	Equity Shares of Rs. 10/- each	Series A1 CCPS of Rs. 10/- each	Series A2 CCPS of Rs. 10/- each	Series A3 CCPS of Rs. 10/- each	Series A4 CCPS of Rs. 10/- each	No. of Shares on a Fully Diluted Basis	Percentage
33	Manoj Kumar Chuniyal	-	-	-	-	50,000	50,000	0.01%
34	Jagmohan Singh	-	-	-	-	50,000	50,000	0.01%
35	Gaurav Kumar	-	-	-	-	1,00,000	1,00,000	0.01%
36	Niju Plamin Ebenezer	-	-	-	-	40,000	40,000	0.01%
37	Alikesh Awasthi	-	-	-	-	1,10,000	1,10,000	0.02%
38	Sharad Jaiswal	-	-	-	-	20,000	20,000	0.00%
39	Aayan Lunkad	-	-	-	-	47,500	47,500	0.01%
40	Kailashchand Jain	-	-	-	-	5,000	5,000	0.00%
41	Manoj Kumar Jain	-	-	-	-	47,500	47,500	0.01%
42	Narasimhan Sivakumar	-	-	-	-	1,00,000	1,00,000	0.01%
43	Suresh Kumar Polisetty	-	-	-	-	1,00,000	1,00,000	0.01%
44	Rohan Bhandari	-	-	-	-	33,334	33,334	0.00%
45	Sanjeev Kumar	-	-	-	-	33,333	33,333	0.00%
46	Bharath Bhandari	-	-	-	-	33,333	33,333	0.00%
47	Varun Reddy	-	-	-	-	50,000	50,000	0.01%
48	Mahidhar Reddy	-	-	-	-	50,000	50,000	0.01%
49	Deval Bhavsar	-	-	-	-	50,000	50,000	0.01%
50	Mitesh Bhavsar	-	-	-	-	50,000	50,000	0.01%
51	Shahbaz Ahmad Siddiqui	-	-	-	-	1,00,000	1,00,000	0.01%
Total		41,11,527	47,19,99,900	16,11,70,627	30,96,833	2,73,46,590	66,77,25,477	100.00%

For Entero Healthcare Solutions Private Limited

Jayant Prakash
General Counsel and Company Secretary
Mem: F6742
Date: April 10, 2023



To,
The Registrar of Companies
Delhi & Haryana
Nehru Place, New Delhi-110019

Clarification

Subsequent to the closure of the Financial Year ended March 31, 2023, in accordance with the applicable laws in relation to the proposed initial public offering by the Company, pursuant to the resolution passed by the Board of Directors of Entero Healthcare Solutions Limited (formerly Entero Healthcare Solutions Private Limited) held on August 25, 2023 (CTC attached), the following were classified as promoters of the Company :

1. Mr. Prabhat Agrawal;
2. Mr. Prem Sethi; and
3. OrbiMed Asia III Mauritius Limited.

Please note that under point no. VII of Form MGT-7 for financial year ended March 31, 2023, the promoters (at the beginning of the year and at the end of the financial year) included Mr. Prabhat Agrawal and Mr. Prem Sethi. Whereas, OrbiMed Asia III Mauritius Limited is reflected as a promoter at the end of the financial year.

For Entero Healthcare Solutions Limited



Jayant Prakash

General Counsel and Company Secretary

(Mem: F6742)

Place: 605/606, Trade Center,

Bandra Kurla Complex Bandra East, Mumbai-400051

Date: September 04, 2023



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE FOURTEENTH MEETING OF THE BOARD OF DIRECTORS OF ENTERO HEALTHCARE SOLUTIONS LIMITED HELD ON FRIDAY, AUGUST 25, 2023 AT 06:30 P.M. AT 605 & 606, 6TH FLOOR, TRADE CENTRE, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI – 400051

TO TAKE ON RECORD MR. PRABHAT AGARWAL, MR. PREM SETHI AND ORBIMED ASIA III MAURITIUS LTD. AS THE PROMOTERS OF THE COMPANY

The Chairperson briefed the Board that the Company is proposing to undertake an initial public offer of its equity shares bearing face value of ₹10/- each (the "Equity Shares") comprising of a fresh issue ("Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Selling Shareholders") (the "Offer for Sale", and together with the Fresh Issue, the "Offer") and list the Equity Shares on one or more recognised stock exchanges in India. The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers (the "BRLMs") and other advisors to be appointed in relation to the Offer and subject to receipt of applicable regulatory and other approvals, to the extent necessary.

In this context, the Company is required to identify and disclose its promoters, in the Draft Red Herring Prospectus ("DRHP"), the Red Herring Prospectus and the Prospectus to be filed with the Securities and Exchange Board of India ("SEBI") and the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi, ("RoC"), as applicable, and such other authorities or persons as may be required, pursuant to the compliances and disclosures required under the Companies Act, 2013, to the extent notified for the time being in force, read with rules notified thereunder (including any amendments, any statutory modification or re-enactment thereof, for the time being in force) (the "Companies Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), each as amended, from time to time.

Further, the Board discussed that it is imperative that the identification of promoters is consistent with the definition of 'promoter' under applicable law. In this regard, the Board analysed the definition of 'promoter' under the SEBI ICDR Regulations to determine the persons that would be identified as promoters of the Company.

Consequently, the Board has identified Mr. Prabhat Agrawal, Mr. Prem Sethi and Orbimed Asia III Mauritius Limited as the 'promoters' of the Company (the "Promoters").

The Company is of the opinion that there are no other individuals / entities that: (i) have the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders' agreements or voting agreements or in any other manner in the Company; and (ii) in accordance with whose advice, directions or instructions the Board is accustomed to act. Accordingly, the following resolution was moved and passed unanimously:

Jayant Beakar



Registered office : Plot No. I-35, Building - B, Industrial Area Phase I, 13/7 Mathura Road, Faridabad, Haryana - 121003.
Tel.: 0129-4877300, Email Id : info@enterohealthcare.com, Website : www.enterohealthcare.com

Corporate office : Unit No. 605 & 606, 6th Floor, Trade Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400051.
Tel.: 022-26529100 / 69019100, CIN: U74999HR2018PLC072204


“RESOLVED THAT the Board takes on record that Mr. Prabhat Agrawal, Mr. Prem Sethi and Orbimed Asia III Mauritius Limited shall be identified as the promoters of Entero Healthcare Solutions Limited (the “Company”) under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended and the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015, each as amended, for all, regulatory, statutory and other purposes including for the purpose of disclosure in the draft red herring prospectus to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), the stock exchanges where the equity shares of the Company are proposed to be listed (“Stock Exchanges”) and any other relevant statutory agency or authority (“Draft Red Herring Prospectus”) and the red herring prospectus (“Red Herring Prospectus”) and prospectus (“Prospectus”, and together with the Draft Red Herring Prospectus and Red Herring Prospectus, the “Offer Documents”) to be filed by the Company with SEBI, the Stock Exchanges and any other relevant statutory agency or authority.

RESOLVED FURTHER THAT, the persons forming part of the ‘Promoter Group’ (as defined under the SEBI ICDR Regulations) of the Company for all purposes, regulatory, statutory, commercial or otherwise under all applicable laws, including without limitation, the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015, each as amended, shall be construed based on the ‘Promoters’ as identified above.”

RESOLVED FURTHER THAT to give effect to the above resolutions, Mr. Prabhat Agrawal, Managing Director, Mr. Prem Sethi, Director, Mr. CV Ram, Chief Financial Officer and Mr. Jayant Prakash, General Counsel & Company Secretary of the Company, be and are hereby severally authorised to do all such acts [(including filing the Annual Returns for financial year ended March 31, 2023)], deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.

RESOLVED FURTHER THAT certified true copy of this resolution be provided to those concerned under the hands of a Director or the Company Secretary of the Company, wherever required.”

CERTIFIED TRUE COPY
For Entero Healthcare Solutions Limited



Jayant Prakash

General Counsel and Company Secretary

(Mem: F6742)

Place: 605/606, Trade Center,

Bandra Kurla Complex Bandra East, Mumbai-400051

Date: September 04, 2023



MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R.7****SRN :** F64072572**Service Request Date :** 08/09/2023**Payment made into :** HDFC Bank**Received From :****Name :** AMIT JASTE**Address :** B 404, Chamunda Apartment

Ravalpada, Western Express highway, Dahisar(E),

Mumbai, Maharashtra

India - 400068

Entity on whose behalf money is paid**CIN:** U74999HR2018PLC072204**Name :** ENTERO HEALTHCARE SOLUTIONS LIMITED**Address :** Plot No. I-35, Building -B,Industrial Area Phase-I,13/7 Ma

thura Road, NA

Faridabad, Haryana

India - 121003

Full Particulars of Remittance**Service Type:** eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2023	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - HDFC Bank**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)