



ANONDITA MEDICARE LIMITED

AN ISO 9001:2015 ISO 13485:2016 & CDSCO CERTIFIED CO.

Manufacturer of Condoms

NOTICE OF 01/2026-27 EXTRA-ORDINARY GENERAL MEETING

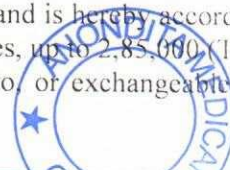
NOTICE is hereby given that the 01/2026-27 Extra-Ordinary General Meeting ("EGM") of the Members of ANONDITA MEDICARE LIMITED ("COMPANY") will be held on Thursday, the 28th Day of May, 2026 at 01:00 P.M. at the registered office of the Company situated at Flat No.704 Narmada Blk,N6, Sec-D, Pkt-6 Vasant Kunj, New Delhi – 110070 through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

SPECIAL BUSINESSES:

ITEM NO.1: ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY ON PREFERENTIAL BASIS.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, 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"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India and/or any other statutory or regulatory authorities, including the National stock Exchange of India Limited (the "NSE"), on which the equity shares of the Company having face value of ₹ 10/- (Indian Rupees Ten) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the NSE) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to 2,85,000 (Two Lakh and Eighty Five Thousand Only) Convertible Warrants, each convertible into, or exchangeable for, one



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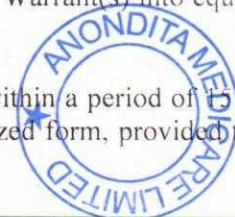
fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) ("Convertible Warrant") at a price of ₹ 1,022/- (Rupees One Thousand and Twenty Two Only) (including a premium of ₹ 1,012/-) (Rupees One Thousand and Twelve Only) each payable in cash ("Warrant Issue Price") aggregating up to ₹ 29,12,70,000 /- (Rupees Twenty Nine Crore Twelve Lakh and Seventy Thousand Only) to persons who belongs to Promoter Category which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following persons/entities(hereinafter referred to as "Proposed Allottees"), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "Preferential Issue"):

S.No.	Name of Investor	Category	No. of Warrant Proposed to be issued	Amount
1.	Mr. Anupam Ghosh	Promoter	2,85,000	29,12,70,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the floor price for the issue and allotment of Warrants is Monday, April 27, 2026, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

FURTHER RESOLVED THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- the minimum amount of ₹ 7,28,17,500/- (Rupees Seven Crores Twenty-Eight Lakhs Seventeen Thousand and Five Hundred Only) which is equivalent to 25 % (twenty five percent) of the Warrants Issue Price in aggregate shall be paid at the time of subscription and allotment of each Warrant. The Warrant holders will be required to make further payments of ₹ 21,84,52,500/- (Rupees Twenty-One Crores Eighty-Four Lakhs Fifty-Two Thousand and Five Hundred Only) which is equivalent to 75% (seventy five percent) of the Warrants Issue size in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company ("Warrant Exercise Amount").
- the Warrants shall be issued and allotted to Proposed Allottees within a period of (fifteen) days from the date of passing of this special resolution, in dematerialized form, provided that where the



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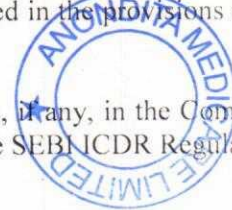
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allotment of Warrants is subject to receipt of any approval or permission from any Applicable Regulatory Authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission.

- d. The equity shares allotted on conversion of the warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- e. the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.
- f. the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- g. the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("**Conversion Notice**") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("**Conversion Date**"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company.
- h. the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- i. the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- j. the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.



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RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No.PAS-4 (“Offer cum Application Form”) together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board is, and the Key Managerial Personnel, are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b. to negotiate, finalise and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- c. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorise all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors, as may be



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required, for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);

- g. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorised signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

FURTHER RESOLVED THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ANONDITA HEALTHCARE & RUBBER PRODUCTS (INDIA) LIMITED FOR THE FINANCIAL YEAR 2026-27:

To consider and, if thought fit, to pass the following resolution as an **Ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), pursuant to the provisions of Regulations 2(1)(zc), 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) to enter into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken



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together or series of transactions or otherwise) with Anondita Healthcare & Rubber Products (India) Limited, a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for an aggregate value not exceeding ₹60,00,00,000/- (Rupees Sixty Crore Only), as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ANUPAM GHOSH FOR THE FINANCIAL YEAR 2026-27:

To consider and, if thought fit, to pass the following resolution as an **Ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), pursuant to the provisions of Regulations 2(1)(zc), 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any amendment, modification, variation or re-enactment thereof and the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to the Board of Directors of



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the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Anupam Ghosh, a related party of the Company, for an aggregate value not exceeding ₹ 25,50,00,000/- (Rupees Twenty-Five Crore and Fifty Lakh only), on such material terms and conditions as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

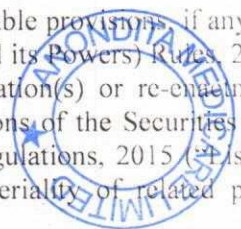
RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

ITEM NO. 4: TO RATIFY THE MATERIAL RELATED PARTY TRANSACTION HELD WITH M/S ANONDITA HEALTHCARE AND RUBBER PRODUCTS INDIA LTD.

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

"**RESOLVED THAT** pursuant to provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, Reg. 2(1)(zc), 23 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company's policy on materiality of related party



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transactions and on dealing with related party transactions and pursuant to recommendations of Audit Committee and the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board), consent of the members be and is hereby accorded to ratify the material related party transaction(s) entered into with M/s Anondita Healthcare and Rubber Products India Ltd., being a related party, in the nature of granting/availing of unsecured loans and sale/purchase of goods, for an aggregate amount not exceeding ₹ 42,00,00,000 (Rupees Forty-Two Crore only), during the relevant financial period, on such terms and conditions as set out in the explanatory statement annexed hereto, provided that the said transactions were undertaken in the ordinary course of business and on an arm's length basis.

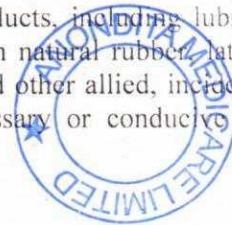
RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to all such acts, deeds, matters and things and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), agreements and such other documents as may be required for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members."

ITEM NO. 5: AMENDMENT IN THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the rules framed thereunder such other approvals, sanctions, permissions of appropriate authorities department or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded for amendment in the main object Clause i.e. Clause III (A) of the Memorandum of Association ("MOA") of the Company by substituting Sub-sub clause 2 of Clause III (A) with the following new Sub-sub clause (2):

- "To carry on the business of manufacturers, processors, producers, assemblers, importers, exporters, buyers, sellers, distributors, traders and dealers in all kinds of contraceptives, including male and female condoms, both latex and non-latex, and other birth control devices and products; to manufacture, process and deal in all kinds of sexual wellness, personal care and healthcare products, including lubricants, diagnostic kits and allied products; and to manufacture, process and deal in natural rubber, latex and latex-based products, including medical, industrial and household gloves and other allied, incidental or ancillary products, and to undertake all such activities as may be necessary or conducive to the attainment of the above objects."



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RESOLVED FURTHER THAT Mr. Anupam Ghosh, Managing Director, Mr. Reshant Ghosh, Whole-time director of the Company and Ms. Bhawna Bisht, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to file, sign, verify and execute all such requisite e-forms, papers or documents, as may be required with the concerned authorities and to intimate the disclosure to the Stock Exchange and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

ITEM NO. 6: INCREASE IN MANAGERIAL REMUNERATION OF MR. RESHANT GHOSH, WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** further to the Special Resolution dated May 15, 2024 and June 29, 2024 for the appointment and remuneration payable to Mr. Reshant Ghosh, Whole-time Director (DIN: 08632812) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act including any statutory modification(s) or reenactment thereof and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Reshant Ghosh, Whole-time Director of the Company with effect from 1st April, 2026 for the remaining period of his present term of appointment, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period to ₹ 5,00,000/- (Rupees Five Lakhs Only) per month along with such perquisites and such rectifications as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Reshant Ghosh within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Reshant Ghosh, Whole-Time Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Reshant Ghosh shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

FURTHER RESOLVED THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.



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RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Reshant Ghosh be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

ITEM NO. 7: INCREASE IN MANAGERIAL REMUNERATION OF MR. ANUPAM GHOSH, MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT further to the Special Resolution dated May 15, 2024 and June 29, 2024 for the appointment and remuneration payable to Mr. Anupam Ghosh, Managing Director (DIN: 02675517) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act including any statutory modification(s) or reenactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Anupam Ghosh, Managing Director of the Company with effect from 1st April, 2026 for the remaining period of his present term of appointment, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period to ₹ 10,00,000/- (Rupees Ten Lakhs Only) per month along with such perquisites and such rectifications as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Anupam Ghosh within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Anupam Ghosh, Managing Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Anupam Ghosh shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

FURTHER RESOLVED THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby



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authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Anupam Ghosh be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

By Order of the Board of Directors of
Anondita Medicare Limited

Bhawna Bisht
Company Secretary & Compliance Officer
Membership No.:A70843
Address: D-001, Sector 80, Gautam Buddha Nagar,
Noida, Uttar Pradesh-201301

Date: 06/05/2026
Place: Uttar Pradesh



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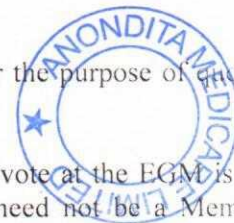
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NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; and subsequent circulars issued in this regard, including latest circular no. 03/2025 dated September 22, 2025, read with the Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other relevant circulars including circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter collectively referred to as "**Circulars**"), and in compliance with the provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("**Listing Regulations**"), permitted the holding of the General Meetings through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**"), without the physical presence of the members at a common venue. The deemed venue for the Extra Ordinary General Meetings shall be the registered office of the Company.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM 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, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions and additional information as required under the Act, Regulation 36 of the Listing Regulations and Secretarial Standard-2 are annexed hereto and forms part of this notice.
4. A body corporate intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of resolution of the Board of Directors or other governing body authorizing such representative(s) to attend and vote on their behalf at the Meeting.
5. Members attending the EGM through VC/OAVM shall be reckoned for the purpose of Quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the



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Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in Physical mode.
8. Relevant documents / agreements referred to in the accompanying Notice and the Explanatory Statement and Copy of Amended Memorandum of Association of the Company, are open for inspection by the members at the Registered Office of the Company and copies thereof at the Corporate Office of the Company on all working days, except Saturdays, between 11.00.a.m. to 1.00.p.m. upto the date of the Meeting and at the Meeting.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by NSDL.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.anonditamedicare.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. In line with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, the Practising Company Secretary's certificate confirming compliance with the issuance of share warrants, along with the valuation report, has been made available on the Company's website at <https://anonditamedicare.com/inc/PCS%20Certificate-%20AML%20Preferential%20Issue.pdf> and <https://anonditamedicare.com/inc/Scanned%20RV%20Valuation%20Report%20Anondita%20Medicare.pdf>.



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12. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on cut-off date i.e. May 21, 2026.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.
14. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date may cast vote after following the instructions for remote e-voting and e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and NSDL.
15. The remote e-voting period will commence at **10.00 A.M. on May 25, 2026** and will end at **5.00 P.M. on May 27, 2026**.
16. The Company has appointed Mr. Mohit Singhal, Practicing Company Secretary (having FCS 11143, COP 15995), to act as the Scrutinizer, for conducting the scrutiny of the votes cast in the Extra-Ordinary General Meeting.
17. The Scrutinizer will, after the conclusion of 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. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company <https://www.anonditamedicare.com/> and on the website of the agency NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the Stock Exchanges.
18. The Resolutions shall be deemed to be passed on the date of the EGM conducted through VC/OAVM, subject to receipt of the requisite number of votes in favour of the Resolutions.
19. 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. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.
20. The Members can join the EGM 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 point no. 21.
21. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**



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The remote e-voting period begins on Monday, May 25, 2026 at 10:00 A.M and ends on Wednesday, May 27, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. May 21, 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 May 21, 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:

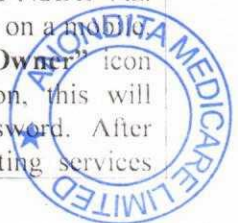
Step 1: Access to NSDL e-Voting system

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:

Particulars	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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.</p> <p>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</p>



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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.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>



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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 details
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.co.in 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.

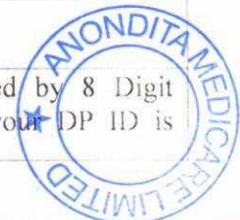
How to Log-in to NSDL e-Voting website?

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 and the **EVEN for EGM is 139258:**

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



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	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 139258 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 use 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



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

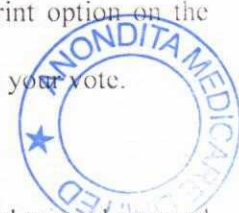
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, 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.

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



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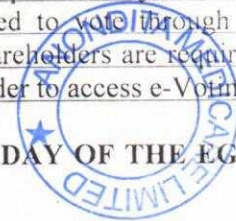
specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to esmohitsinghal@gmail.com, with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- 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.
- 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 toll free no.: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at evoting@nsdl.co.in.

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:

- 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 secretarial@anonditamedicare.com.
- 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 secretarial@anonditamedicare.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.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-



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ANONDITA MEDICARE LIMITED

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1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id at secretarial@anonditamedicare.com.

The same will be replied by the company suitably. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their



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registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at secretarial@anonditamedicare.com from May 25, 2026 (10.00 a.m. IST) and May 27, 2026 (5.00 p.m. IST).

Only those Members who have registered themselves as a speaker on the aforesaid e-mail id will be allowed to express their views/ask questions during the EGM.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Further, Members who wish to have their queries/ questions responded to during at the EGM are requested to send the queries/questions as mentioned above.

Only those Members who are attending the EGM and have not cast their vote through remote voting (prior to EGM) and otherwise are not barred from doing so, shall be eligible to vote through the electronic voting system during the EGM.

By Order of the Board of Directors of
Anondita Medicare Limited

Bhawna Bisht
Company Secretary & Compliance Officer
Membership No.: A70843
Address: D-001, Sector 80, Gautam Buddha Nagar,
Noida, Uttar Pradesh-201301

Date: 06/05/2026

Place: Uttar Pradesh



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATIONS 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN NOTICE

ITEM NO. 1:

The Board of Directors of the Company ("Board") at their meeting held on April 30, 2026, has approved raising of funds aggregating up to ₹ 29,12,70,000/- (**Rupees Twenty Nine Crore Twelve Lakh and Seventy Thousand Only**), by way of issuance of up to 2,85,000 (Two Lakhs and Eighty Five Thousand Only) warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten Only) ("Convertible Warrant") to certain identified promoter persons as mentioned below ("Warrant Holders"/ "Proposed Allottees") at a price of ₹ 1022/- (Rupees One Thousand and Twenty Two Only) each payable in cash (including the warrant subscription price and the warrant exercise price), aggregating up to ₹ 29,12,70,000 /- (**Rupees Twenty Nine Crore Twelve Lakh and Seventy Thousand Only**), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following people (referred to as the "Proposed Allottees"), by way of a preferential issue through private placement offer (the "Preferential Issue"):

S. No.	Name of the Proposed Allottee(s)	Convertible Warrants to be allotted	Consideration (in ₹)
1.	Anupam Ghosh	2,85,000	29,12,70,000
	Total	2,85,000	29,12,70,000

In this regard, the Board, pursuant to its resolution dated April 30, 2026, has noted and accepted the investment commitment letters issued by the Proposed Allottees to the Company for investment of aggregate amount up to an amount of ₹ 29,12,70,000 /- (Rupees Twenty Nine Crore Twelve Lakh and Seventy Thousand Only), in the Company, subject to customary closing conditions.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are set out below:

1. Particulars of the Preferential Issue including date of passing of Board Resolution



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The Board, at its meeting held on April 30, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 2,85,000 (Two Lakhs and Eighty Five Thousand Only) warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten Only) ("Warrant") at a price of ₹1022/- (Rupees One Thousand and Twenty Two Only) (including a premium of ₹ 1012/-) (Rupees One Thousand and Twelve Only) each payable in cash ("Warrant Issue Price") aggregating up to ₹ 29,12,70,000 /- (Rupees Twenty Nine Crore Twelve Lakh and Seventy Thousand Only) for a cash consideration, by way of a preferential issue on a private placement basis.

The proposed preferential issue shall not result in any change in control or management of the Company.

2. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

The Company proposes to offer, issue and allot, in one or more tranches upto 2,85,000 (Two Lakhs and Eighty Five Thousand) warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten Only) ("Warrant") at a price of ₹1022/- (Rupees One Thousand and Twenty Two Only) (including a premium of ₹ 1012/-) (Rupees One Thousand and Twelve Only) each payable in cash ("Warrant Issue Price") aggregating up to ₹ 29,12,70,000 /- (Rupees Twenty Nine Crore Twelve Lakh and Seventy Thousand Only) ("Total Issue Size") by way of a Preferential Issue.

3. Purpose/Objects of the Issue

The proceeds raised through the Preferential Issue of equity shares and warrants ("Issue Proceeds") shall be utilized as follows:

- For establishment, expansion, Capital Expenditure for development of new products for international market; including construction, renovation, infrastructure development, equipment procurement, and all related expenditures, capital including pre-operative, gestation and until initial operational commissioning and stabilisation of such facility/facilities. Certification costs including UNFPA, CE etc.
- Digital infrastructure, technology platforms, brand building, product development, and marketing and promotional activities across various channels.

Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, money market instruments or any other investments as permitted under applicable laws.

4. Monitoring of utilisation of funds



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Given that the issue size is less than ₹ 100 Crore (Indian Rupees One Hundred Crore Only), the company is not required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations

5. Relevant Date

The “**Relevant Date**” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is **Monday April 27 ,2026** i.e. 30 (thirty) days prior to the date of this Extra Ordinary General Meeting which is May 28,2026 to approve the proposed preferential issue.

6. Basis on which the Price has been arrived at along with report of the Registered Valuer

The Board of the Company has fixed the Issue price of ₹1022/- (Rupees One Thousand and Twenty-Two Only) each, which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations.

The Minimum price of ₹1022/- (Rupees One Thousand and Twenty-Two Only) per Warrant in accordance with regulation 165 of SEBI (ICDR) Regulations was performed by Mr. Ankush Garg, a Registered Valuer (Registration No. IBBI/RV/02/2018/10010) having his office located at A - 3 / 85, Sector 3, Rohini, Delhi - 110085.

The shares of the Company are listed on NSE Emerge Platform and are infrequently traded. Further, the Articles of Association of the Company does not provide for any particular method of determination of price. Therefore, the price is determined in compliance with Regulation 165 of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Ankush Garg, a Registered Valuer (Registration No. IBBI/RV/02/2018/10010) having his office located at A - 3 / 85, Sector 3, Rohini, Delhi - 110085 in accordance with regulation 165 of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of EGM and uploaded on the website of the Company. The link of Valuation Report is <https://anonditamedicare.com/inc/Valuation%20Report%20on%20Preferential%20Issue.pdf> and <https://anonditamedicare.com/inc/Scanned%20RV%20Valuation%20Report%20Anondita%20Medicare.pdf>

7. Amount which the Company intends to raise by way of such convertible warrants



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Aggregating up to ₹ 29,12,70,000/- (Rupees Twenty-Nine Crores Twelve Lakhs and Seventy Thousand Only), out of which ₹ 7,28,17,500/- (Rupees Seven Crore Twenty Eight Lakh Seventeen Thousand and Five Hundred Only), which is 25% of the warrants issue, will be raised at the time of allotment and balance ₹ 21,84,52,500/- (Rupees Twenty-One Crores Eighty-Four Lakh Fifty-Two Thousand and Five Hundred Only) which is equivalent to 75% (seventy five percent) of the Warrants Issue Size in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company.

8. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees-Promoter individuals.

9. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

The Company has not made any preferential allotment during the current financial year FY 2026- 27.

10. Maximum number of securities to be issued.

The Company proposes to offer, issue and allot, up to 2,85,000 (Two Lakhs and Eighty Five Thousand Only) warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten Only) ("**Convertible Warrant**") at a price of ₹ 1022/- (Rupees One Thousand and Twenty Two Only) (including a premium of ₹ 1012/-) (Rupees One Thousand and Twelve Only) each payable in cash ("**Warrant Issue Price**") aggregating up to ₹ 29,12,70,000/- (Rupees Twenty-Nine Crores Twelve Lakhs and Seventy Thousand Only), by way of a Preferential Issue.

Minimum amount of ₹255.5/- (Rupees Two Hundred and Fifty-Five and Fifty Paise Only) per Warrant, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of ₹766.5/- (Rupees Seven Hundred and Sixty-Six and Fifty Paise Only) for each Warrant, which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹ 1022/- (Rupees One Thousand and Twenty Two Only) per Convertible Warrant.

11. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment



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The following person(s) belonging to Promoter and Promoter Group and Key Managerial Personnel have shown their intention to subscribe to the proposed issue:

S. No.	Name of Proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted
1	Anupam Ghosh	2,85,000
Total		2,85,000

Other than Mr. Anupam Ghosh, Managing Director and Promoter, None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the convertible warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

12. Time frame within which the Preferential Allotment shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

13. Shareholding pattern of the Company before and after the Preferential Allotment of warrants on fully diluted basis is given as under.

S.No.	Category of shareholders	Pre -Issue (As on March 31, 2026)		Post Issue*	
		No. of Shares Held	% of shareholding	No. of Shares Held	% of shareholding post Preferential/ Fully Diluted Capital#
	Promoter's holding:				
1	Indian				
	Individuals/ HUF	1,12,86,599	62.40	11571599	62.99
	TOTAL	1,12,86,599	62.40	11571599	62.99



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	Bodies Corporate	Nil	NA		0.00
	Trust	Nil	NA	Nil	NA
2	Foreign Promoters	Nil	NA	Nil	NA
	Sub Total (A)	1,12,86,599	62.40	11571599	62.99
B	Non-Promoters' holding:				
1	Institutional Investors				
	Mutual Funds	Nil	NA	Nil	NA
	Venture Capital Funds	Nil	NA	Nil	NA
	Alternate Investment Funds	1030000	5.69	1030000	5.61
	Foreign Venture Capital Investors	Nil	NA	Nil	NA
	Foreign Portfolio Investors	615000	3.40	615000	3.35
	Financial Institutions/Banks	Nil	NA	Nil	NA
	Insurance Companies	Nil	NA	Nil	NA
	Provident Funds/Pension Funds	Nil	NA	Nil	NA
	Any Other (Specify)	1,000	0.01	1,000	0.01
	Trust	Nil	NA	Nil	NA
2	Central Government/State Government(s)/ President of India	Nil	NA	Nil	NA
3	Non-Institution Investors	Nil	NA	Nil	NA
	Directors and their relatives (excluding independent directors and nominee directors)	Nil	NA	Nil	NA
	Relatives of promoters (other than 'immediate relatives of promoters disclosed under 'Promoter and Promoter Group' category)	Nil	NA	Nil	NA
	Resident Individuals holding nominal share capital up to ₹ 2 lakhs	1035804	5.73	1035804	5.64



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	Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs	2372600	13.12	2372600	12.91
	NBFCs Registered with RBI	Nil	NA	Nil	NA
	Employee Trusts	Nil	NA	Nil	NA
	Any Other	Nil	NA	Nil	NA
	Non- Resident Indians	403215	2.23	403215	2.19
	HUF	1,44,000	0.80	1,44,000	0.78
	Bodies Corporate	1031800	5.70	1031800	5.61
	Clearing Member	11,000	0.06	11,000	0.06
	Trust	0	0	0	0.00
	LLP	1,55,600	0.86	1,55,600	0.85
	Sub Total (B)	6800019	37.60	6800019	37.01
	TOTAL (A+B)	18086618	100	18371618	100
C.	Employee Stock Grant Scheme (ESGS) Outstanding	Nil	NA	Nil	NA
	Sub Total (C)	Nil	NA	Nil	NA
	GRAND TOTAL (A+B+C)	18086618	100	18371618	100

Notes:

1. *Pre-issue shareholding is as on 31.03.2026*
2. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue.
3. There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.

14. Change in Control, if any, in the Company consequent to the preferential issue.

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group only in terms of percentage consequent to preferential allotment.

15. Principal terms of assets charged as securities



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Not applicable.

16. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

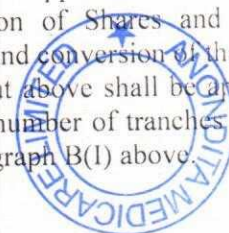
A. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

- I. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of ₹ 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("**Conversion Notice**") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("**Conversion Date**").
- II. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- III. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law, issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- IV. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- V. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the NSE for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.
- VI. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- VII. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(I) above.

C. Lock-in:



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The Warrants and the equity shares issued upon conversion of the Warrants shall be locked-in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares.

17. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Name of the Proposed Allottee	Current Status of proposed allottee	Proposed Status of allottees post Preferential Issue
Mr. Anupam Ghosh	Promoter	Promoter

18. Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre Issue Shareholding		Number of Warrant proposed to be allotted	Post-Issue Shareholding	
			No of Shares	% of holding		No. of Shares	% of holding
Mr. Anupam Ghosh	Promoter	Not Applicable	1,12,11,591	61.99%	2,85,000	1,14,96,591	62.58%

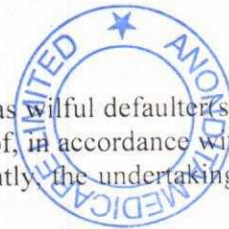
(*Note: Post % is of only warrants to Fully Diluted Capital shareholding and percentage of the Company on basis of assuming full conversion of 2,85,000 warrants to be allotted under the present issue to the promoters).

19. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

Upto Rs. 29,12,70,000/-

20. Undertakings

- a) None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.



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- b) The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

21. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not Applicable

22. Lock-in period

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

23. Practicing Company Secretary's Certificate

The Certificate from Mr. Mohit Singhal, Practicing Company Secretary (FCS 11143 | CP 15995), Proprietor of Mohit Singhal & Associates, Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://anonditamedicare.com/inc/PCS%20Certificate-%20AML%20Preferential%20Issue.pdf>.

24. Other disclosures

- a) During the period from April 01, 2025 until the date of Notice of this EGM, the Company has not made any Preferential Issue of Warrants.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.



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- d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
- g) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- h) The Company is in compliance with the conditions for continuous listing.

Except Mr. Anupam Ghosh, None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

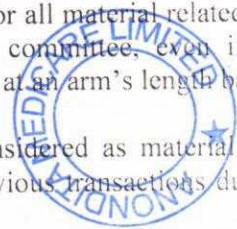
The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at **Item No. 1** of the accompanying Notice for approval by the Members of the Company as a **Special Resolution**.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 2:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a



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financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 50 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 30, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 2 of this Notice as Ordinary Resolution.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 and SEBI Master Circular dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

S. No.	Particulars of the information	Details
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as "Annexure - A"
(b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer below table titled as "Annexure - A"
(c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director, Whole Time Director and CFO of the Company, as required under the RPT Industry Standards.



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(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
(e)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
(f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not applicable
(g)	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

Annexure – A

A1. Basic details of the related party

S. No.	Particulars of The information	Information provided by the management
1.	Name of the related party	ANONDITA HEALTHCARE & RUBBER PRODUCTS (INDIA) LIMITED
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	Manufacturer, seller, importer, exporter and trade in all kind of high quality and non-allergic female or male latex contraceptives & condoms.

A2. Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary)	Related party is Subsidiary Company of Anondita Medicare Limited



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	and the related party — including nature of its concern (financial or otherwise) and the following:	
<u>A</u>	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 88.98% of the Fully paid-up equity shareholding in the Subsidiary Company
<u>B</u>	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
<u>C</u>	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	NIL

A3. Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management	
<u>1.</u>	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	Nature of Transaction	Amount
		Sales of goods to Anondita Healthcare and Rubber Products India Ltd	11,06,77,351
		Unsecured Loan Received	15,91,78,412



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		Back from Anondita Healthcare and Rubber Products India Ltd	
		Unsecured Loan given to Anondita Healthcare and Rubber Products India Ltd	14,64,77,818
		Total	41,63,33,581
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	No	

A4. Amount of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Loan Advances : Value of Proposed Transaction is upto ₹25 Crore and Sale of Product : Value of Proposed Transaction is upto 35 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a	Loan and Advances : 32.47%



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	percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Sale of Product : 45.46% * Percentages are calculated with reference to the audited financial statements for the financial year 2024-25.								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable as the proposed transaction is between the Listed Company and its Subsidiary								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Loan and advance: 92.26 % Sale of Product: 129% * Percentages are calculated with reference to the audited financial statements for the financial year 2024-25.								
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>27,09,72,264</td> </tr> <tr> <td>Profit After Tax</td> <td>5,67,60,240</td> </tr> <tr> <td>Net worth</td> <td>10,77,26,079</td> </tr> </tbody> </table>	Particulars	Amount	Turnover	27,09,72,264	Profit After Tax	5,67,60,240	Net worth	10,77,26,079
Particulars	Amount									
Turnover	27,09,72,264									
Profit After Tax	5,67,60,240									
Net worth	10,77,26,079									

A(5) Basic details of proposed transactions to be approved

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Product to the Related party Loan and Advance to the Related Party Repayment of Loan (partial) from Related Party
2.	Details of the proposed transaction	The Company has entered into / proposes to enter into the following transactions with Anondita Healthcare & Rubber Products (India) Ltd., which is a related party of the Company: 1. Unsecured Loan: Granting of unsecured loan to Anondita Healthcare & Rubber Products (India) Ltd. and Repayment of



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		<p>loan by Anondita Healthcare & Rubber Products (India) Ltd, aggregating amount of Rs 25,00,00,000/- for business purposes, in the ordinary course of business and on an arm's length basis.</p> <p>2. Sale of Products: Sale of condoms and other products to Anondita Healthcare & Rubber Products (India) Ltd., of Rs 35,00,00,000/- in the ordinary course of business and on an arm's length basis.</p>
<u>3.</u>	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the Financial Year 2026-27
<u>4.</u>	Whether omnibus approval is being sought?	Yes
<u>5.</u>	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>Loan and Advances: Value of Proposed Transaction is upto ₹25 Crore and</p> <p>Sale of Product : Value of Proposed Transaction is upto ₹35 Crore</p> <p>The transaction will be completed within FY 2026-27</p>
<u>6.</u>	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>The proposed related party transactions with Anondita Healthcare & Rubber Products (India) Ltd. are in the interest of the Company as they facilitate efficient utilization of resources, optimize working capital requirements, and ensure smooth business operations within the group.</p> <p>The granting of unsecured loan and its subsequent repayment enables effective treasury and cash flow management, while the sale of products supports revenue generation and strengthens the Company's core business activities. These transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially beneficial and do not adversely impact the interests of the Company or its shareholders.</p> <p>Accordingly, the proposed transactions are considered to be in the best interest of the Company.</p>



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7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	a) Reshant Ghosh, Being Promoter and Whole Time Director of the Company is a director and promoter of Subsidiary Company, are considered to be interested in the transaction.
	a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	b) Lakhinder Singh, Being Non-executive Director in the Company, is a director in Subsidiary Company.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.

PART B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	<p>The transactions proposed to be undertaken with our subsidiary, an existing related party, with the objective of supporting Anondita Medicare Limited (AML) in enhancing its retail penetration across key districts. This initiative reflects strong on-ground execution, increased product visibility, and growing consumer demand. The expansion aligns with the Company's strategy of building a robust last-mile distribution ecosystem and driving sustainable revenue growth.</p> <p>The subsidiary will place a purchase orders on AML based on mutually agreed commercial terms in the ordinary course of business. Accordingly, these transactions do not involve any bidding process, as they are conducted at arm's length and in line with established business practices.</p>



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2.	Basis of determination of price	As mentioned above, the pricing will be on arm's length basis and in line with established business practices.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance b. Tenure c. Whether same is self-liquidating?	The Company has not extended any trade advance to the subsidiary company in relation to the above transactions; hence the said clause is not applicable.

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	The funds shall be sourced from the internal accruals and/or surplus funds of the Company
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is proposed to be incurred for the purpose of granting the said loan. Accordingly, details relating to nature of indebtedness, cost of funds, and tenure are not applicable.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its	9.5% to 11%



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	bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Presently 10 % pa, it may be change as mutually agreed between the parties, subject to prevailing market conditions and applicable laws.
5.	Maturity / due date	Repayable on demand
6.	Repayment schedule & terms	Repayable on demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by <i>Anondita Healthcare & Rubber Products (India) Ltd.</i> for its business purposes, in the ordinary course of business.

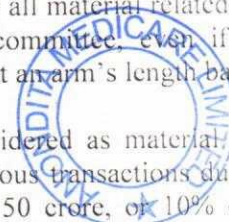
Pursuant to the Provision of Regulation 23 of SEBI LODR Regulations, all related parties shall abstain from voting on this resolution, whether the entity is a related party to the particular transaction or not.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the Members.

ITEM NO. 3:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material, if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 50 crore, or 10% of the



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annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 30, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 3 of this Notice as Ordinary Resolution.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 and SEBI Master Circular dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

S. No.	Particulars of the information	Details
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as "Annexure - A"
(b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer below table titled as "Annexure - A"
(c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed	The Audit Committee has reviewed the certificates issued by the Managing Director, Whole Time Director and CFO of the Company, as required under the



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	Entity as required under the RPT Industry Standards.	RPT Industry Standards.
(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
(e)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
(f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not applicable
(g)	Any other information that may be relevant.	Not applicable

Annexure – A

A1. Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Anupam Ghosh
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	NA

A2. Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the	Mr. Anupam Ghosh is a Managing Director and Promoter of the Company





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	related party — including nature of its concern (financial or otherwise) and the following:	
<u>A</u>	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not applicable (NA).
<u>B</u>	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable (NA).
<u>C</u>	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	The related party holds 61.99% shareholding in the Company.

A3. Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
<u>1.</u>	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	₹4,00,00,000 (Rupees Four crore Only), relating to property guarantees provided by the related party for a loan availed by the Company, undertaken in the ordinary course of business and on an arm's length basis.
<u>2.</u>	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
<u>3.</u>	Any default, if any, made by a related	No



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party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	
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A4. Amount of the proposed transaction

S. No.	Particulars of the information	Information provided by the management	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Guarantee	25,00,00,000/-
		Rent of Property	50,00,000/-
		Total	25,50,00,000/-
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Guarantee	32.47%
		Rent of Property	0.65%
		Total	33.12%
		33.12% of Annual Consolidated turnover for the immediate preceding financial year i.e, FY 2024-25	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	NA	
6.	Financial performance of the related	Particulars	



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party for the immediately preceding financial year.	Turnover	NA
	Profit After Tax	NA
	Net worth	NA

A(5) Basic details of proposed transactions to be approved

S. No.	Particulars of the information	Information provided by the management
<u>1.</u>	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>a) Guarantee given on loan availed by the Company</p> <p>b) Rent given for the Property</p> <p>All transactions are proposed to be carried out in the ordinary course of business and on an arm's length basis.</p>
<u>2.</u>	Details of the proposed transaction	<p>a) Guarantee on Loan</p> <p>The Company has availed a loan facility from a bank. To secure the loan, Mr. Anupam Ghosh may provide a personal guarantee for an amount not exceeding ₹25,00,00,000 (Rupees Twenty-Five Crores Only). This guarantee enables the Company to obtain financing on favorable terms, supporting its working capital and financial requirements. The transaction is in the ordinary course of business and structured on an arm's length basis.</p> <p>b) Renting of Property</p> <p>The Company may lease certain properties from Mr. Anupam Ghosh for its business operations. The rent payable, amounting to ₹50,00,000 (Rupees Fifty Lakhs Only), is at fair market value, on an arm's length basis, and facilitates the Company's operational requirements.</p>
<u>3.</u>	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the Financial Year 2026-27
<u>4.</u>	Whether omnibus approval is being	Yes



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	sought?	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	a) Guarantee given on loan availed by the Company: ₹25,00,00,000/- b) Renting to the Property: ₹50,00,000/-
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed related party transactions, being guarantees, arrangements relating to rent of property, are in the ordinary course of business and are undertaken on an arm's length basis in compliance with applicable laws. These arrangements are essential to support the Company's business operations, ensure continuity of commercial activities, and facilitate efficient utilization of assets and intellectual property. The guarantee arrangement supports business requirements and credit facilitation, while the use/licensing of intellectual property enables seamless business operations. The rent arrangement ensures availability of required premises for business activities on commercially reasonable terms. Accordingly, the transactions are expected to support operational efficiency, business continuity, and overall growth of the Company, and are therefore in the interest of the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Anupam Ghosh, Promoter and Managing Director of the Company, is a related party and has interest in the transaction b Anupam Ghosh holds 61.99% shareholding in the Listed entity
8.	A copy of the valuation or other external	Not Applicable



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	party report, if any, shall be placed before the Audit Committee.	
9.	Other information relevant for decision making.	-

PART B: Additional Information

B(2). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	<p>a) Rationale for giving guarantee, surety, indemnity or comfort letter</p> <p>(b) Whether it will create a legally binding obligation on listed entity?</p>	<p>a) Where the Company will avail a loan facility from Lenders to meet its business and working capital requirements. To secure this loan on favorable terms, Mr. Anupam Ghosh, Promoter and Managing Director of the Company, may provide a personal guarantee.</p> <p>These arrangements are essential to support the Company's business operations, ensure continuity of commercial activities, and facilitate efficient utilization of assets and intellectual property. The guarantee arrangement supports business requirements and credit facilitation, while the use/licensing of intellectual property enables seamless business operations. The rent arrangement ensures availability of required premises for business activities on commercially reasonable terms.</p> <p>b) Yes, providing the guarantee creates a legally binding obligation on the Company in favor of the lender. The obligation would be enforceable in case of default by the borrower (the Company).</p>
2.	Material covenants of the proposed transaction including:	As Mutually decided by the Board



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	(i) commission, if any to be received by the listed entity or its subsidiary;	
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	
<u>3.</u>	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The Value note exceeding ₹25,00,00,000/- (Rupees Twenty-Five Crores Only) The Company does not expect to make any provision in its books of account since the guarantee is on behalf of a related party, and no liability arises unless the guarantee is invoked

B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management
<u>1.</u>	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	NA
<u>2.</u>	Basis of determination of price.	The pricing is on arm's length basis and is consistent with pricing charged to other customers for similar products
<u>3.</u>	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	NA
<u>4.</u>	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	NA



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5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	NA
	a. Expected impact on turnover	
	b. Expected impact on net worth	
	c. Expected impact on net profits	

Pursuant to the Provision of Regulation 23 of SEBI LODR Regulations, all related parties shall abstain from voting on this resolution, whether the entity is a related party to the particular transaction or not.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4:

The provisions of Section 188 of the Companies Act, 2013 (“Act”) read with applicable Rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), require prior approval of the Audit Committee, Board of Directors and, in case of material related party transactions, approval of the shareholders.

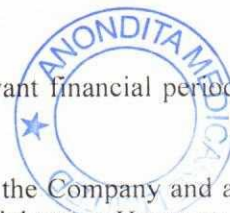
Regulation 23 of the Listing Regulations defines a “material related party transaction” as a transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeding the prescribed materiality thresholds. Accordingly, transactions with related parties exceeding such thresholds require approval of the Members by way of an ordinary resolution.

The Company has entered into certain related party transaction(s) with M/s Anondita Healthcare and Rubber Products India Ltd., which is a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb)/(zc) of the Listing Regulations. These transactions, inter alia, include:

- Granting and availing of unsecured loans; and
- Sale and purchase of goods

The aggregate value of the aforesaid transaction(s) during the relevant financial period is not expected to exceed ₹ 42,00,00,000 (Rupees Forty-Two Crore only).

The aforesaid transactions are in the ordinary course of business of the Company and are conducted on an arm’s length basis, based on comparable market prices and commercial terms. However, since the aggregate value of the transaction(s) exceeds the materiality threshold prescribed under Regulation 23 of the Listing



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Regulations, the approval of the Members is being sought for ratification of such material related party transaction(s).

The Audit Committee and the Board of Directors of the Company have reviewed the terms and conditions of the said transactions and have granted their approval and recommended the same to the Members for ratification.

Minimum Information to be provided to the shareholders for ratification of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 and SEBI Master Circular dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for ratification of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

S. No.	Particulars of the information	Details
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as "Annexure - A"
(b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer below table titled as "Annexure - A"
(c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director, Whole Time Director and CFO of the Company, as required under the RPT Industry Standards.
(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been ratified by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for ratification.
(e)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
(f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and	Not applicable



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	such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.	
(g)	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

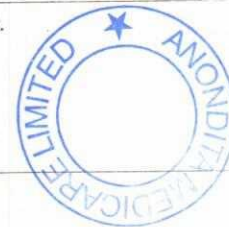
Annexure – A

A1. Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	ANONDITA HEALTHCARE & RUBBER PRODUCTS (INDIA) LIMITED
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	Manufacturer, seller, importer, exporter and trade in all kind of high quality and non-allergic female or male latex contraceptives & condoms.

A2. Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	The related party is a subsidiary of Anondita Medicare Limited, and the relationship is of a financial nature arising from equity shareholding.
<u>A</u>	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 88.98% of the Fully paid-up equity share capital of the Subsidiary Company
<u>B</u>	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the	Not Applicable.



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shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	
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A3. Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management										
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	<table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Sales of product to Anondita Healthcare and Rubber Products India Ltd</td> <td>11,06,77,351</td> </tr> <tr> <td>Unsecured Loan Received Back from Anondita Healthcare and Rubber Products India Ltd</td> <td>15,91,78,412</td> </tr> <tr> <td>Unsecured Loan given to Anondita Healthcare and Rubber Products India Ltd</td> <td>14,64,77,818</td> </tr> <tr> <td>Total</td> <td>41,63,33,581</td> </tr> </tbody> </table>	Nature of Transaction	Amount	Sales of product to Anondita Healthcare and Rubber Products India Ltd	11,06,77,351	Unsecured Loan Received Back from Anondita Healthcare and Rubber Products India Ltd	15,91,78,412	Unsecured Loan given to Anondita Healthcare and Rubber Products India Ltd	14,64,77,818	Total	41,63,33,581
Nature of Transaction	Amount											
Sales of product to Anondita Healthcare and Rubber Products India Ltd	11,06,77,351											
Unsecured Loan Received Back from Anondita Healthcare and Rubber Products India Ltd	15,91,78,412											
Unsecured Loan given to Anondita Healthcare and Rubber Products India Ltd	14,64,77,818											
Total	41,63,33,581											
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL										
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	No										

**A4. Amount of the proposed transaction**

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting	Rs. 42,00,00,000/-



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S. No.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 42,00,00,000/-								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	The ratified transactions represent 54.55% of the listed entity's annual consolidated turnover for the immediately preceding financial year i.e., Financial year 2024-25 as per the last audited financial statements.								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable as the transaction is between the Listed Company and its Subsidiary								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available									
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Figures of FY 2024-25 (Last Audited Financial Statement)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>27,09,72,264</td> </tr> <tr> <td>Profit After Tax</td> <td>5,67,60,240</td> </tr> <tr> <td>Net worth</td> <td>10,77,26,079</td> </tr> </tbody> </table>	Particulars	Figures of FY 2024-25 (Last Audited Financial Statement)	Turnover	27,09,72,264	Profit After Tax	5,67,60,240	Net worth	10,77,26,079
Particulars	Figures of FY 2024-25 (Last Audited Financial Statement)									
Turnover	27,09,72,264									
Profit After Tax	5,67,60,240									
Net worth	10,77,26,079									



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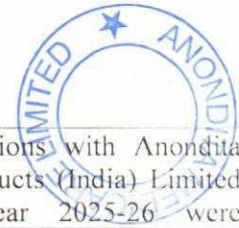
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A(5) Basic details of proposed transactions to be approved

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	A. Sale of Product to the Related party Granting of Loan and Advances , Repayment of Loan (partial) from Related Party
2.	Details of the proposed transaction	The Company had entered into the following transactions with Anondita Healthcare & Rubber Products (India) Ltd., which is a related party of the Company: 1. Unsecured Loan: The Company had granted an unsecured loan of Rs. 15,91,78,412/- to Anondita Healthcare & Rubber Products (India) Ltd. for business purposes, in the ordinary course of business and on an arm's length basis. Further, partial repayment of loan amounting to Rs. 14,64,77,818/- was received from the said related party. 2. Sale of Products: The Company had made sales of products amounting to Rs. 11,06,77,351/- to Anondita Healthcare & Rubber Products (India) Ltd., in the ordinary course of business and on an arm's length basis.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The transactions were executed during the FY 2025-26
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable (since the transactions have already been executed and are being ratified)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The related party transactions with Anondita Healthcare & Rubber Products (India) Limited during the Financial year 2025-26 were



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		<p>undertaken in the interest of the Company as they facilitated efficient utilization of resources, optimize working capital requirements, and ensured smooth business operations within the group.</p> <p>The granting and partial repayment of unsecured loans enabled effective treasury and cash flow management, while the sale of products supported revenue generation and strengthened the Company's core business activities. These transactions were undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially beneficial and do not adversely impact the interests of the Company or its shareholders.</p> <p>Accordingly, the ratified transactions are considered to be in the best interest of the Company.</p>
<u>7.</u>	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>a) Reshant Ghosh, Being Promoter and Whole Time Director of the Company, is also a Director and Promoter of the subsidiary company and is therefore interested in the transaction.</p> <p>b) Lakhinder Singh, Being Non-executive Director in the Company, is also a Director of the subsidiary company and is therefore interested in the transaction.</p> <p>Shareholding in Related Party : Negligible</p>
<u>8.</u>	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
<u>9.</u>	Other information relevant for decision making.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.

PART B: Additional Information

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B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	<p>The transactions have been undertaken with our subsidiary, an existing related party, with the objective of supporting Anondita Medicare Limited (AML) in enhancing its retail penetration across key districts. This initiative reflects strong on-ground execution, increased product visibility, and growing consumer demand. The expansion aligns with the Company's strategy of building a robust last-mile distribution ecosystem and driving sustainable revenue growth.</p> <p>The subsidiary places purchase orders on AML based on mutually agreed commercial terms, in the ordinary course of business. Accordingly, these transactions do not involve any bidding process, as they are conducted at arm's length and in line with established business practices.</p>
2.	Basis of determination of price	As mentioned above, the pricing is on arm's length basis and in line with established business practices.
3.	<p>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <p>a. Amount of trade advance b. Tenure c. Whether same is self-liquidating?</p>	<p>The Company has not extended any trade advance to the subsidiary company in relation to the above transactions; hence the said clause is not applicable.</p> <p>The company has given the loan to the subsidiary amounting to Rs.14.65Cr. during the year and an amount of Rs.15.92 Cr. have been received back from the subsidiary company</p>

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management



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1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	The funds were sourced from the internal accruals and/or surplus funds of the Company
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies	No financial indebtedness was incurred for the purpose of granting the said loan. Accordingly, details relating to nature of indebtedness, cost of funds, and tenure are not applicable.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	9.5 % to 11%
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10 % p.a.
5.	Maturity / due date	Repayable on demand
6.	Repayment schedule & terms	Repayable on demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds were utilized by <i>Anondita Healthcare & Rubber Products India Limited</i> for its business purposes in the ordinary course of business.



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Pursuant to the Provision of Regulation 23 of SEBI LODR Regulations, all related parties shall abstain from voting on this resolution, whether the entity is a related party to the particular transaction or not.

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

ITEM NO.5:

The Company is presently engaged in the business activities as set out in its existing Main Object Clause of the Memorandum of Association ("MOA"). With a view to expand and diversify its business operations and to explore new growth opportunities in the healthcare, contraceptive and allied rubber product segments, the Board of Directors of the Company has proposed to amend the Main Object Clause of the MOA.

The proposed amendment seeks to substitute the Sub-sub clause 2 in Clause III (A) of the MOA, enabling the Company "To carry on the business of manufacturers, processors, producers, assemblers, importers, exporters, buyers, sellers, purchaser, distributors, traders and dealers in all kinds of contraceptives, including male and female condoms, both latex and non-latex, and other birth control devices and products; to manufacture, process and deal in all kinds of sexual wellness, personal care and healthcare products, including lubricants, diagnostic kits and allied products; and to manufacture, process and deal in natural rubber, latex and latex-based products, including medical, industrial and household gloves and other allied, incidental or ancillary products, and to undertake all such activities as may be necessary or conducive to the attainment of the above objects."

The said amendment will facilitate the Company to broaden its operational scope, enhance its product portfolio, and capitalize on emerging opportunities in the healthcare and personal wellness sector.

Pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013, alteration of the Object Clause of the MOA requires approval of the members of the Company by way of a Special Resolution.

Accordingly, the Board of Directors recommends the Special Resolution as set out in Item No. 5 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6:

Mr. Reshant Ghosh was appointed as Whole Time Director by way of a special resolution passed by the members at the Extra-Ordinary General Meeting of the Company held on 15th May, 2024 with immediate



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effect for period of five years. Further the Members at the Extra-Ordinary General Meeting of the Company held on 29th June, 2024, by way of a special resolution revised the remuneration to Mr. Reshant Ghosh, Whole-time Directors upto the limit as approved by Members at the EGM as maximum remuneration.

The Whole-time Director(s) have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Mr. Reshant Ghosh, Whole-time Directors of the Company may not be sufficient enough to pay the increased remuneration over a period of remaining period of his term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no.6 as minimum remuneration with effect from 15th May, 2024 for the remaining period of his appointment, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

PROFILE OF DIRECTORS

(Details of Directors proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased)

As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased at the 01/2026-27 Extra Ordinary General Meeting, are given below:

The details of remuneration are provided in the respective resolutions and in the Explanatory Statement.

PARTICULARS	DETAILS
Age	29 years
Brief resume of the Director including nature of expertise in specific functional area	Mr. Reshant Ghosh is a promoter of Anondita Healthcare & Rubber Products India Limited., a subsidiary of Anondita Medicare Limited. He has played a key role in strengthening the Company's marketing and sales functions. With around 4 years of experience in marketing, he specializes in market analysis, marketing strategy formulation, distribution network development, and distributor engagement. He has been instrumental in building a pan-India distributor and retailer network, enhancing product reach, and driving sales growth
Date of First appointment on the Board	12/03/2024
Directorship held in other companies (excluding foreign companies &	1 Company



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section 8 companies)	
Membership/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NA
Inter-se Relationship between Director	Mr. Reshant Ghosh is the son of Mr. Anupam Ghosh, Managing Director of the Company.
. of Shares held in the Company (singly or jointly as first holder) as on 31st March 2016	Mr. Reshant Ghosh holds 0.25% shareholding in the Company
Details of Board and Committee Meetings attended by these Directors during the year 2026-2027	1 Board Meeting 2 Audit Committee Meeting 1 Nomination and Remuneration Committee Meeting

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION							
(a) Nature of industry.	a) The Company is engaged in the manufacture and supply of condoms and related products.						
(b) Date or expected date of commencement of commercial production.	b) The Company has been carrying on its business since incorporation.						
(c) In case of new companies, expected date of commencement of activities as per the project approved by the financial institutions appearing in the prospectus.	c) NA						
(d) Financial performance based given on the given indicators.	d) Financial performance is based on the results published for the quarter ended September 2025.						
(e) Foreign investments or	e) As on 31st March, 2026, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is detailed as under:						
	<table border="1"> <thead> <tr> <th></th> <th>No of shares</th> <th>Shareholding</th> </tr> </thead> <tbody> <tr> <td>Foreign Portfolio Investors Category I</td> <td>615000</td> <td>3.40%</td> </tr> </tbody> </table>		No of shares	Shareholding	Foreign Portfolio Investors Category I	615000	3.40%
	No of shares	Shareholding					
Foreign Portfolio Investors Category I	615000	3.40%					



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collaborators, if any	Non Resident Indians (NRIs)	403215	2.23%	
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II. INFORMATION ABOUT THE APPOINTEE

(a) Background Details	Mr. Reshant Ghosh is a promoter of Anondita Healthcare & Rubber Products India Limited. He holds a BBA from Amity University, Noida , and a DBA (Doctorate in Business Administration) , giving him strong knowledge in marketing, sales, and business strategy. He has received awards such as “The Youngest Entrepreneur Award” and recognition for Exceptional Work in the Healthcare Industry . After joining the family business, Reshant has led initiatives to improve manufacturing efficiency, product quality, and productivity. He has expanded the company’s reach by establishing a network of distributors and retailers across India and actively driving marketing and sales efforts. His vision is to make Anondita Healthcare a household name, grow employment opportunities, and position India as a leading player in the global healthcare sector, while focusing on the present and future needs of people.
(b) Past remuneration Particulars Amount	Rs 2,50,000 per month
(c) Recognition or awards	Honoured with “The Youngest Entrepreneur Award”
(d) Job profile and his suitability	Reshant Ghosh is the Founder & CEO of Anondita Healthcare & Rubber Products India Pvt. Ltd. In this role, he oversees overall business strategy, operations, marketing, and sales. He has been instrumental in improving manufacturing efficiency, product quality, and expanding the company’s distribution and retail network across India. Reshant’s educational background, including a BBA and DBA , combined with his hands-on experience in the family business, makes him highly suitable for his role. His leadership, strategic vision, and focus on growth and innovation align with the Company’s objectives and long-term vision.
(e) Remuneration proposed As mentioned in the Resolution stated above.	Rs 5,00,000 per month
(f) Comparative remuneration profile with	The current remuneration being paid to the Whole-time Directors (looking at the profile of the position and person) is lower than the



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respect to industry,	remuneration being paid by the Companies of comparable size in the industry in which the Company operates
(g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	There is no pecuniary relationship , directly or indirectly, with the Company, nor any other relationship with managerial personnel.

II. OTHER INFORMATION

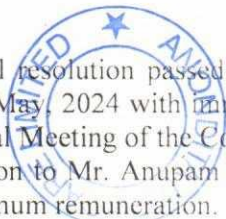
(a) Reasons of loss or inadequate Profits	The Company has achieved operational revenues; however, profitability as computed under Section 198 of the Companies Act, 2013 is impacted due to factors such as increased operational expenditure, finance costs, depreciation, and other statutory adjustments prescribed under the said section. Accordingly, the net profits computed for managerial remuneration purposes are considered inadequate for the relevant financial period.
(b) Steps taken or proposed to be taken for improvement	The Company is undertaking various measures to enhance profitability, including optimization of operational costs, improvement in production efficiency, better capacity utilization, expansion of customer base, and strengthening of supply chain and working capital management.
(c) Expected increase in productivity and profits in measurable terms	Expected increase in productivity and profits in measurable terms The Company expects improvement in operational efficiency and financial performance in the coming periods due to the above initiatives.

Accordingly, the Board recommends the resolution set forth in Item No. 6 relating to increase in the managerial remuneration payable to Mr. Reshant Ghosh, Whole time Director, by way of Special Resolution.

Except Mr. Reshant Ghosh, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 7:

Mr. Anupam Ghosh was appointed as Managing Director by way of a special resolution passed by the members at the Extra-Ordinary General Meeting of the Company held on 15th May, 2024 with immediate effect for period of five years. Further the Members at the Extra-Ordinary General Meeting of the Company held on 29th June, 2024, by way of a special resolution revised the remuneration to Mr. Anupam Ghosh, Managing Directors upto the limit as approved by Members at the EGM as maximum remuneration.



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The Managing Director have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Mr. Anupam Ghosh, Managing Directors of the Company may not be sufficient enough to pay the increased remuneration over a period of remaining tenure of his term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no. 7 as minimum remuneration with effect from 15th May, 2024 for the remaining period of his appointment, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

PROFILE OF DIRECTORS

(Details of Directors proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased)

As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased at the 01/2026-27 Extra Ordinary General Meeting, are given below:

The details of Board and Committee Meetings attended by these Directors during the year 2015-2016 are stated in the Corporate Governance Report.

The details of remuneration are provided in the respective resolutions and in the Explanatory Statement.

PARTICULARS	DETAILS
Age	57 years
Brief resume of the Director including nature of expertise in specific functional area	With over 25 years of experience in the healthcare products industry, he has been responsible for overseeing the overall operations of the business and has played a key role in strategic decision-making. The business was subsequently taken over by the Company in 2024. His core areas of expertise include leadership, corporate management, organizational development, human resource management, strategic planning and execution, product development and innovation, and overall business development.
Date of First appointment on the the Board	12/03/2024
Directorship held in other companies (excluding foreign companies & section 8 companies)	The Director holds directorships in 5 companies as detailed below: <ul style="list-style-type: none"> • Director in Anondita Exultia Healthcare Private Limited • Director in Anondita Latex Products (India) Private Limited



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	<ul style="list-style-type: none"> • Director in Anondita Healthcare Products Private Limited • Director in Anondita Healthcare Private Limited • Director in Anondita Suncity Healthcare Private Limited
Membership/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Inter-se Relationship between Director	Mr. Anupam Ghosh is a father of Mr. Reshant Ghosh, Whole Time Director of the Company.
No. of Shares held in the Company (singly or jointly as first holder) as on 31st March 2026	1,12,11,591 Equity shares (61.99%)
Details of Board and Committee Meetings attended by these Directors during the year 2026-2027	1 Board Meeting 2 Audit Committee Meeting 1 Nomination and Remuneration Committee Meeting

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION	
(a) Nature of industry.	a) The Company is engaged in the manufacture and supply of condoms and related products.
(b) Date or expected date of commencement of commercial production.	b) The Company has been carrying on its business since incorporation.
(c) In case of new companies, expected date of commencement of activities as per the project approved by the financial institutions appearing in the prospectus. : NA	c) NA
	d) Financial performance is based on the results published for the quarter ended September 2025.
	e) As on 31st March, 2026, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is detailed as under:



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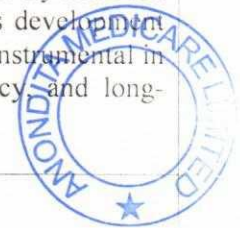
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(d) Financial performance based given on the given indicators.	Category	No of shares	Shareholding
	Foreign Portfolio Investors Category I	615000	3.40%
	Non-Resident Indians (NRIs)	403215	2.23%

II. INFORMATION ABOUT THE APPOINTEE

(a) Background Details	He has over 25 years of experience in the healthcare products industry. He started his entrepreneurial journey in the year 1999 by packaging and sale of contraceptives and gloves, via his proprietorship firm namely M/s Healthcare Products . Thereafter, in the year 2004, he set up his own manufacturing plant for manufacturing condoms under this proprietorship concern. In the year 2013, this proprietorship firm was renamed to " M/s Anondita Healthcare ", which was taken over by our company in the year 2024. His skills involve strategic planning & execution, product development & innovation and overall business development.
(b) Past remuneration Particulars Amount	Rs 5,00,000/- per month
(c) Recognition or awards	Mr. Anupam Ghosh, Managing Director of the Company, has been honored with a Leadership Award by the Hon'ble Speaker of Lok Sabha, Shri Om Birla Ji, at the India International Centre, New Delhi
(d) Job profile and his suitability	Mr. Anupam Ghosh, Managing Director of the Company, is a highly experienced professional who oversees and controls the overall affairs of the Company under the guidance of the Board of Directors. He has consistently contributed to the sustained growth and improved performance of the Company. With extensive experience of the same industry, he is actively involved in international markets, business strategy, and business development functions. His leadership and strategic vision have been instrumental in driving the Company's expansion, operational efficiency, and long-term growth.
(e) Remuneration proposed As mentioned in the	Rs 10,00,000/- per month



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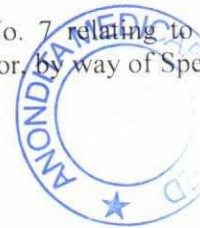
Manufacturer of Condoms

Resolution stated above.	
(f) Comparative remuneration profile with respect to industry,	The current remuneration being paid to the Managing Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.
(g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	There is no pecuniary relationship , directly or indirectly, with the Company, nor any other relationship with managerial personnel.

II. OTHER INFORMATION

(a) Reasons of loss or inadequate Profits	The Company has achieved operational revenues; however, profitability as computed under Section 198 of the Companies Act, 2013 is impacted due to factors such as increased operational expenditure, finance costs, depreciation, and other statutory adjustments prescribed under the said section. Accordingly, the net profits computed for managerial remuneration purposes are considered inadequate for the relevant financial period.
(b) Steps taken or proposed to be taken for improvement	The Company is undertaking various measures to enhance profitability, including optimization of operational costs, improvement in production efficiency, better capacity utilization, expansion of customer base, and strengthening of supply chain and working capital management.
(c) Expected increase in productivity and profits inmeasurable terms	Expected increase in productivity and profits inmeasurable terms. The Company expects improvement in operational efficiency and financial performance in the coming periods due to the above initiatives.

Accordingly, the Board recommends the resolution set forth in Item No. 7 relating to increase in the managerial remuneration payable to Mr. Anupam Ghosh, Managing Director, by way of Special Resolution.



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Except Mr. Anupam Ghosh, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors of
Anondita Medicare Limited



Bhawna Bisht
Company Secretary & Compliance Officer
Membership No.: A70843
Address: D-0001, Sector 80, Gautam Buddha Nagar,
Noida, Uttar Pradesh-201301

Date: 06/05/2026
Place: Uttar Pradesh



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