



# ANONDITA MEDICARE LIMITED

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

Manufacturer of Condoms

## NOTICE OF 01/2025-26 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 01/2025-26 Extraordinary General Meeting of the members of Anondita Medicare Limited will be held on Thursday, 12<sup>th</sup> day of February 2026, at 11:30 A.M through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to consider and transact the following business:

### SPECIAL BUSINESS:

#### APPROVAL FOR RATIFICATION OF UTILIZATION OF ISSUE PROCEEDS AND VARIATION IN THE OBJECTS / TERMS OF UTILISATION OF THE INITIAL PUBLIC OFFERING (“IPO”) PROCEEDS

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 Section 13(8), 27 and other applicable provisions of the Companies Act, 2013, (the “Act”) read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) (including any statutory modification or re-enactment thereof) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, and subject to such approvals, permissions and/or sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to:-

- A. ratify the utilisation of the proceeds of the Company’s Initial Public Offering (“IPO”), as disclosed in the Prospectus dated August 28, 2025, which have been utilized by the Company up to December 31, 2025, as set out in the Explanatory Statement annexed to this Notice; and
- B. approve the variation in the objects and/or terms of utilisation of the IPO proceeds, including re-allocation and deployment of the unutilised portion of the net IPO proceeds, from the objects as



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disclosed in the Prospectus dated August 28, 2025 ("Prospectus") filed with the Registrar of Companies ("ROC"), pursuant to the in-principle approval granted by the National Stock Exchange of India Limited ("NSE"), being the Designated Stock Exchange, vide its letter dated June 17, 2025, in the manner set out hereunder:

S. No	Original objects of the IPO as stated in the Prospectus	Total amount Raised	Amo unt Used	Amou nt unutili zed as on 31 <sup>st</sup> Dece mber 2025	Details of variation	Revised amount after variatio n	Revise d amou nt unutili zed post variati on
1	Funding capital expenditure requirements for the purchase of equipment/machineries	600 Lacs	70.4 0 Lacs	529.6 0 Lacs	The addition and/or change of domestic vendors from the existing overseas vendor base, namely Pioneer Fabricators Limited, Meerut, along with a few other domestic vendors in substitution of the earlier overseas vendor located in China and another	600 Lacs	529.6 0 Lacs



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					local vendor is proposed.		
2	Funding the Working Capital requirement	3,500 Lacs	3425 .16 Lacs	74.84 Lacs	Increase in allocated amount by Rs. 278.41 Lacs and authority to utilise this limit for working capital loans and Cash Credit (CC) limits.	3778.41 Lacs	353.2 5Lacs
3	Unidentified Acquisition and General Corporate Purposes*  <b>* To be finalised upon determination of the Issue Price and updated in the</b>	2,015.8 7 Lacs	1593 .72 Lacs	422.1 5 Lacs	Object revised / restricted to General Corporate Purposes only and reduce the allocated funds by Rs. 278.41 Lacs.	1737.46 Lacs	143.7 4 Lacs



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Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes and unidentified acquisition shall not exceed 35% of the amount raised by our Company.						
<b>TOTAL</b>	<b>6115.87</b> <b>Lacs</b>	<b>5089</b> <b>.12</b> <b>Lacs</b>	<b>1026.</b> <b>59</b> <b>Lacs</b>		<b>6115.87</b> <b>Lacs</b>	<b>1026.</b> <b>59</b> <b>Lacs</b>

**RESOLVED FURTHER THAT** out of the net IPO proceeds of Rs. 6115.87 Lacs an aggregate amount of Rs 5089.12 Lacs representing 83.21 % of the net IPO proceeds, has been utilised by the Company as on December 31, 2025, and the balance amount of Rs 1026.59 Lacs remains unutilised and the utilisation so made be and is hereby ratified.



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**RESOLVED FURTHER THAT** Mr. Anupam Ghosh, Managing Director of the Company, Ms. Bhawna Bisht, Company Secretary and Compliance Officer of the Company and Ms. Sunita Naithani, Chief Financial Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient or desirable for the purpose of giving effect to this resolution, including without limitation to make such modifications, changes, variations, alterations or revisions as may be required during implementation, and to make all necessary filings, intimations and disclosures with the Registrar of Companies, National Stock Exchange of India Limited, SEBI, or any other statutory or regulatory authority, for and on behalf of the Company.”

**For and on behalf of  
Anondita Medicare Limited**

**Sd/-**

**Bhawna Bisht  
Company Secretary and Compliance Officer  
M. No: A 70843**

**Address: - D-001, Sector 80, Noida,  
Gautam Buddha Nagar, Uttar Pradesh-201301**

Date: 19/01/2026

Place: Uttar Pradesh



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## NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has, vide its circular No.3/2025 dated September 22, 2025, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “**MCA Circulars**”), allowed inter-alia the conducting of EGMs through Video Conferencing/ Other Audio-Visual Means (“**VC/OAVM**”) facilities till further orders, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India (“**SEBI**”) has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“**SEBI Circular**”), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, the provisions of the Act and SEBI Listing Regulations, the Extra Ordinary General Meetings (“**EGM**”) of the Company is being conducted through the VC/OAVM facility without the physical presence of 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. 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.



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4. Members attending the EGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
5. 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, 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.
6. 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.
7. 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.
8. 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](http://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](http://www.evoting.nsdl.com).



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9. 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. February 06, 2026.
10. 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.
11. 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.
12. The remote e-voting period will commence at 10.00 A.M. on February 09, 2026 and will end at 5.00 P.M. on February 11, 2026.
13. 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.
14. 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](http://www.evoting.nsdl.com). The result will simultaneously be communicated to the Stock Exchanges.
15. 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.
16. 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



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participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.

17. 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. 18.

**18. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, February 09, 2026 at 10:00 A.M and ends on Wednesday, February 11, 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. February 06, 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 February 06, 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:*

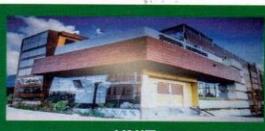
**Step 1: Access to NSDL e-Voting system**

**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:

Type of shareholders	Login Method
Individual Shareholders holding	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code



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securities in demat mode with NSDL.

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.

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 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.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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. 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.



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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**



Individual Shareholders holding securities in demat mode with CDSL

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](http://www.cDSLindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cDSLindia.com](http://www.cDSLindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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](http://www.cDSLindia.com) home page. The system will authenticate the user by



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	<p>sending OTP on registered Mobile &amp; 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



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**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 :

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 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



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		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 101456 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.**



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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 with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.

### How to 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.



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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 specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csmohitsinghal@gmail.com](mailto:csmohitsinghal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Narendra Dev, NSDL official at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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:**

1. 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](mailto:secretarial@anonditamedicare.com).
2. 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



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attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@anonditamedicare.com](mailto: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.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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:-

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



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**“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](mailto: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 registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at [secretarial@anonditamedicare.com](mailto:secretarial@anonditamedicare.com) from January 20, 2026 (10.00 a.m. IST) and February 05, 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,



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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 e-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.

**For and on behalf of  
Anondita Medicare Limited**

**Sd/-**

**Bhawna Bisht**

**Company Secretary and Compliance Officer**

**M. No: A 70843**

**Address: - D-001, Sector 80, Noida,  
Gautam Buddha Nagar, Uttar Pradesh-201301**

Date: 19/01/2026

Place: Uttar Pradesh



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### **ITEM NO. 1 - Approval for Ratification of Utilisation of Issue Proceeds and Variation in the Objects / Terms of Utilisation of the Initial Public Offering (“IPO”) Proceeds**

Pursuant to the board resolution dated October 14, 2024 and the special resolution passed pursuant to Section 23 and 62(1)(c) of the Companies Act, 2013 in the Extra-Ordinary General Meeting (“EGM”) by the shareholders of our Company held on October 17, 2024, the Company had raised Rs. 69,49,85,000 (Rupees Sixty-Nine Crores Forty-Nine Lakhs Eighty-Five Thousand only) from the initial public offer of its equity shares (the ‘Issue’). The net proceeds from the Issue were Rs. 61,15,87,000 (Rupees Sixty-One Crores Fifteen Lakhs Eighty-Seven Thousand only) (hereinafter referred to as “IPO Proceeds”).

The Company had, in terms of Prospectus, proposed to utilise the IPO Proceeds towards :

- (i) Funding capital expenditure requirements for the purchase of equipment/machineries
- (ii) Funding the Working Capital Requirements;
- (iii) Unidentified Acquisition and General Corporate Purposes\*

*\*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes and unidentified acquisition shall not exceed 35% of the amount raised by our Company.*

The Company has utilised the proceeds of the Initial Public Offer strictly in accordance with the ‘Objects of the Issue’ as disclosed in the Prospectus. However, in light of the observations and concerns highlighted in the Monitoring Agency Report, and in order to ensure greater transparency, regulatory compliance, and alignment with the expectations of stakeholders, it has become necessary to formally place the detailed break-up and description of the Objects of the Issue before the shareholders.

Accordingly, the approval of the members is being sought for the ratification of utilization of issue proceed and Variation in the Objects / Terms of Utilisation of the Initial Public Offering (“IPO”) Proceeds.

#### **1. Background**



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In the financial year 2025-26, the company successfully launched its Initial Public Offering (IPO), raising a total of Rs. 69,49,85,000 (Rupees Sixty-Nine Crores Forty-Nine Lakhs Eighty-Five Thousand only) through a fresh issue of equity shares (“IPO Proceeds”).

The net proceeds received by the Company from the fresh issue component of the IPO after deduction of expenses in relation to the fresh issue from the IPO Proceeds were Rs. 61,15,87,000 (Rupees Sixty-One Crores Fifteen Lakhs and Eighty-Seven Thousand only).

## 2. The original purpose or object of the issue as per Prospectus and total money raised:

The Company had outlined the following items as the objects towards which the IPO Proceeds would be utilised in the “Objects of the Offer” section of the Prospectus dated August 28, 2025 (“Prospectus”), in connection with the IPO:

S. No.	Original objects of the IPO as stated in the Prospectus	Total amount raised	Estimated Utilization as per Prospectus (FY-2025-26)	Estimated Utilization as per Prospectus (FY-2026-27)
1	Funding capital expenditure requirements for the purchase of equipment/machineries	600.00 Lacs	400.00 Lacs	200.00 Lacs
2	Funding the Working Capital requirement	3,500.00 Lacs	1250.00 Lacs	2250.00 Lacs
3	Unidentified Acquisition and General Corporate Purposes*	2,015.87 Lacs	806.35 Lacs	1209.52 Lacs



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<p><i>*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes and unidentified acquisition shall not exceed 35% of the amount raised by our Company.</i></p>			
<b>Total</b>	<b>6,115.87 Lacs</b>	<b>2,456.35 Lacs</b>	<b>3,659.52 Lacs</b>

The Company now intends to alter terms of utilisation of the initial public offering (“IPO”) proceeds from the details set out in the in the prospectus.



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3. Approval for ratification for the money utilized for the original objects of the Company stated in the Prospectus, the extent of achievement of proposed objects and the unutilized amount out of the money so raised through prospectus.

S . N o .	Original objects of the IPO as stated in the Prospectus	Total amount raised	Amou nt utilize d as on 31 <sup>st</sup> Dece mber, 2025	Ratification for the money utilized	Extent of achievement of proposed objects in terms of percentage	Amount unutilized as on 31 <sup>st</sup> December, 2025
1	Funding capital expenditure requirements for the purchase of equipment/m achineries	600 Lacs	70.40 Lacs	<p><b>During Quarter II (ended September 2025),</b> the funds allocated for Capital Expenditure were utilized in accordance with the objects stated in the Prospectus.</p> <p><b>During Quarter III (October 2025 to December 2025),</b> there were changes in vendors, as detailed below, based on machinery requirements:</p> <ul style="list-style-type: none"> <li>a) CAM Indexing System Machinery was purchased from Camfield Engineers.</li> <li>b) Linear Cartoning Machine was purchased</li> </ul>	11.73%	529.60 Lacs



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				<p>from Keshav Pharmapack Technology.</p> <p>c) Machinery for 125 KVA Genset (Capital Goods) was purchased from Innovative Retail Concepts Pvt. Ltd.</p> <p>d) Pinhole Testing Machine was purchased from Guilin Golden Eagle Latex Tech. Co. Ltd.</p> <p>Further, the total amount utilized towards the Capital Expenditure was within limits disclosed in the Prospectus.</p> <p>This change was undertaken considering factors such as cost implications, lead time, logistical efficiencies, and potential risks of project delays and addressing operational requirements and ensuring the availability of machines and additional equipment at different stages of the project, as detailed in Point No. 5.</p>		
2	Funding the Working Capital requirement	3,500 Lacs	<b>3425.16 Lacs</b> (2080.11 Lakhs during Quarter II and	<b>During Quarter II (ended on September 2025),</b> an amount of Rs. 420.11 Lacs was utilized towards the closure of sanctioned working capital loan accounts, and the balance amount was utilized to meet the working capital requirements of the Company. Further, Rs. 991 Lacs was	<b>97.86%</b>	<b>74.84 Lacs</b>



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			1345.0 5 Lakhs during Quarte r III )	<p>utilized from the Cash Credit (CC) account against the transfer of Rs. 1,500 Lacs for working capital requirements.</p> <p><b>During Quarter III (October 2025 to December 2025),</b> an amount of Rs. 834.79 Lacs was utilized towards the closure of sanctioned working capital loan accounts, and the remaining proceeds were utilized to meet the Company's working capital requirements. Further, the balance of Rs. 509 Lacs from the CC account was utilized for working capital requirements.</p> <p>The utilization under this object has exceeded the originally estimated utilization during financial year 2025-26 and 2026-27 due to the Company's expanded scale of operations and higher working capital requirements and the working capital estimates were initially based on a projected turnover of ₹100 crore for FY 2025-26, which has now been revised to approximately ₹145 crore.</p>	
3	<b>Unidentifie d Acquisition and General</b>	2,015. 87 Lacs	1593.7 2 Lacs	Pursuant to the approval of the Board of Directors dated August 28, 2025, the funds allocated towards Unidentified Acquisition and General Corporate Purposes were	<b>79.06%</b> <b>422.15 Lacs</b>



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<p><b>Corporate Purposes*</b></p> <p>* To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes and unidentified acquisition shall not exceed 35% of the amount raised by our Company.</p>			<p>utilized exclusively for General Corporate Purposes, strictly in accordance with the approval granted by the Board.</p> <p>No portion of these funds was utilized for any acquisition.</p>		
<p><b>Total</b></p>	<p><b>6,115.87 Lacs</b></p>	<p><b>5089.28 Lacs</b></p>		<p><b>83.21%</b></p>	<p><b>1026.59 Lacs</b></p>

Rs 5089.28 Lacs out of the IPO proceeds of 6,115.87 Lacs i.e. 83.21 % of the IPO proceeds, as specified in the prospectus have been utilized as on 31<sup>st</sup> December 2025.



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4. The particulars of the proposed variation in the objects and proposed time limit within which the proposed varied objects would be achieved for which the Prospectus was issued

S. No .	Original objects of the IPO as stated in the Prospectus	Total amount raised (in Lakhs)	Amount unutilized as on 31 <sup>st</sup> December 2025 (in Lakhs)	Details of variation (in Lakhs)	Revised amount after variation (in Lakhs)	Revised amount unutilized post variation (in Lakhs )	Proposed Time Limit
1	Funding capital expenditure (CAPEX) requirements for the purchase of equipment/machinery	600.00 Lacs	529.60 Lacs	No variation in object of the issue except changes and/or additions to vendors, as disclosed in the Prospectus.  Details regarding the proposed deployment of unutilised IPO proceeds towards capital expenditure are set out in the below separate table.	600 Lacs	529.60 Lacs	Financial Year 2025-26 and 2026-27
2	Funding the	3,500.0 0	74.84 Lacs	Due to revision in GCP limits (from 35% to	3778.41 Lacs	353.25 Lacs	Financial year 2025-



UNIT



OFFICE



DIPPING AREA



TESTING AREA

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Working Capital requirement	Lacs	25%) under the revised SEBI guidelines, an amount of Allocation of Rs. 278.41 Lacs out of Object 3 (i.e., General Corporate Purposes) towards funding the Company's working capital requirements, including working capital loans and Cash Credit (CC) limits and with this reallocation, the revised total allocation for working capital now stands at Rs. 3,778.41 Lacs.	Furthermore, utilization under this object has exceeded the originally estimated utilization during financial year 2025-26 and 2026-27 due to the Company's expanded scale of operations and higher	26 and 2026-27
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				working capital requirements and the working capital estimates were initially based on a projected turnover of ₹100 crore for FY 2025–26, which has now been revised to approximately ₹145 crore.			
<b>3</b>	<b>Unidentified Acquisition and General Corporate Purposes*</b>  <b>* To be finalised upon determination of the Issue Price and updated in the</b>	2,015.87	422.15 Lacs	Due to revision in GCP limits (from 35% to 25%) under the revised SEBI guidelines, the funds allocated for Object 3 (Unidentified Acquisition and General Corporate Purposes) will to be utilized for GCP only, now restricted to 25% of the total IPO proceeds. Any amount excess of GCP Limit will be transferred towards meeting the Company's working capital requirements.  No unidentified acquisition will be	1737.46 Lacs	143.74 Lacs	Financial year 2025-26



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<b>Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes and unidentified acquisition shall not exceed 35% of the amount raised by our Company.</b>	<p>undertaken using the IPO proceeds.</p> <p>Furthermore, the allocation of Rs. 278.41 Lacs from Object 3 to Object 2 for funding the Company's working capital requirements, including working capital loans and Cash Credit Limit. With this reallocation, the revised total allocation for General Corporate Purposes stands at Rs. 1,737.46 Lacs.</p> <p>Further, while the utilization of these funds was initially projected over FY 2025–26 and FY 2026–27, the entire allocation is now expected to be deployed within FY 2025–26.</p>					
	<b>Total</b>	<b>6115.87 Lacs</b>	<b>1026.59 Lacs</b>		<b>6115.87 Lacs</b>	<b>1026.59 Lacs</b>



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We intend to purchase the following machineries, the tentative costs for which as per quotations received from various vendors, is as follows:

S.No.	Machine Description	Quantity	Supplier/Vendor	Quotation Date	Validity Period	Amount of Purchase	Revised
1	Foiling Machine	4	Vendor 1: Quanzhou Yingchuan Import & Export Trade Co. Ltd.	30.07.2025	6 months	83.77(\$ 24,000 *4*87.27)	
			Vendor 2: Pioneer Fabricators Ltd.	03.11.2025	6 months	75.5	75.50
2	Shrink Wrapping Machine-01	2	Vendor 1: Quanzhou Yingchuan Import & Export Trade Co. Ltd.	30.07.2025	6 months	48.17 (\$27,600*2*87.27)	
			Vendor 2: Pioneer Fabricators Ltd.	03.11.2025	6 months	42.25	42.25
3	Chiller	2	Vendor 1: Quanzhou Yingchuan Import & Export Trade Co. Ltd.	30.07.2025	6 months	13.96 (\$8,000 *2*87.27)	
			Vendor 2: Pioneer Fabricators Ltd.	03.11.2025	6 months	12.75	12.75



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4	Inflation Testing Machine	3	Vendor 1: Quanzhou Yingchuan Import & Export Trade Co. Ltd.	30.07.2025	6 months	69.11 (\$26,400*3*87.27)	
			Vendor 2: Pioneer Fabricators Ltd.	03.11.2025	6 months	62.25	62.25
5	Drying Machine	4	Vendor 1: Quanzhou Yingchuan Import & Export Trade Co. Ltd.	30.07.2025	6 months	39.79 (11400*4*87.27)	
			Vendor 2: Pioneer Fabricators Ltd.	03.11.2025	6 months	35.5	35.50
6	Electronic Testing Machine	2	Vendor 1: Quanzhou Yingchuan Import & Export Trade Co. Ltd.	30.07.2025	6 months	102.62 (\$58,800*2*87.27)	
			Vendor 2: Pioneer Fabricators Ltd.	03.11.2025	6 months	98.5	98.50
7	Pinhole testing machine	1	Guilin Golden Eagle Latex Technology Co., Ltd.	13.10.2025	1 month	39.2	39.2
8	Condom Mould (Glass Material)	25,600	JBB Scientific	13.08.2025	6 months	64.00 (25,600*250)	64.00



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9	AOD-Pump	1	Rightway Engineering	06.08.2025	6 months	0.7	0.70
10	Printing Machine (Batch coding)						
		4	Kapil Packaging System	14.08.2025	6 months	10.00 (2.50*4)	10.00
			Pranjali Water Solution Technology	01.08.2025	6 months	1.80 (0.90*2)	1.80
11	D.M. Water Storage Tank	2					
12	Strapping Machine	2	Vendor 1: AR Packaging Solutions	06.08.2025	6 months	Vendor 1 –	
						2.00 (1*2)	2.00
			Vendor 2: PNP Packaging Solution	12.08.2025	6 months	Vendor 2 – 1.56 (0.78*2)	
13	4 Track Condom Packing Machine	4	Vendor 1: Suthar Pack Tech	14.08.2025	6 months	38.00 (9.50*4)	38.00
14		4	Vendor 2: Keshav Thermopack Technology		6 months	47.12 (11.78*4)	47.12



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	(Packing Machine)						
15	Stabilizer s, 30		<b>75KVA and 100 KVA</b>			<b>75KVA - 1.15</b>	2.37
	KVA, 100 KVA, 75KVA	1	Vendor: Servomec Stabilizer	14.08.2025	6 months	<b>100KVA -1.22</b>	
						Total 2.37 (1.15+1.22)	
16	Inflation Burst & Pressure testing machine	1	Astek Quality Instruments	30-09-2025	1 month	2.27	2.27
17	CAM Indexing System	15	Camfield Engineers	26.06.2025 01.07.2025 09.10.2025	1 month	10.99	10.99
18	Genset	1	Innovative Retail Concepts Pvt. Ltd.	31.08.2025	1 month	125 KVA - 6 lacs	6.00



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	FOR 125 KVA Genset						
19	Washing Machine	4	Himalayan Steam	6.11.2024	6 months	38.53 (9.63*4)	38.53
20	ETP Plant	1	Pranjali Water Solution Technology	01.08.202 5	6 months	5.25	5.25
21	Weighing Scale		MP Scale Corporation				
		1		05.08.202 5	6 months	0.3	0.30
22	Thermop ack plant & Pipe line etc.		Vendor 1 : Enhance Enviro Tech Solution				
		1		13.08.202 5	6 months	18.4	18.4
			Vendor 2: Dhakdak Jaggeryand Sugar Mill Pvt. Ltd.			14	14.00
23	Main Electric Panel		VS Power Controls				
		1		14.08.202 5	6 months	15.95	15.95
			VS Power Controls				
24	Transfor mers	1		14.08.202 5	6 months	9.8	9.80
25	Compoun ding		Sahil Steel Fabrication	07.08.202 5			



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	Tank-01-05	16			6 months	22.08 (1.38*16)	22.08
26	Washing Slurry Tank		Sahil Steel Fabrication	07.08.2025			
		4			6 months	5.52 (1.38*4)	5.52
						5.92	
27	Lubrication Tumbler Machine-01	2	Himalayan Steam	05.08.2025	6 months	(2.96*2)	5.92
28	Trolley	4	Shree Shyam Industries	31.07.2025	6 months		
						0.20 (0.05*4)	0.20
29	Over wrapping	2	Shri Vinayak Packaging Machine Private Ltd.	01.08.2025	6 months	42.00 (10.90*2)	42.00
30	Laboratory Equipments	1	AI Energy	14.08.2025	6 months	42.37 (\$48,550*87.27)	42.37
31	Fully Electronic Weighbridge	1	MP Scale Corporation	05.08.2025	6 months	4.37	4.37
32	Lift	1	Gatiman Hydraulic	14.08.2025			
					6 months	8.8	8.80



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Total	695.34	784.69
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*Note : The approved capital expenditure (Capex) is limited to ₹600 lakhs only. However, considering the operational requirements and the availability of machines at different stages of the project, additional equipment, including certain smaller machines, has been included within the overall scope.*

*Notwithstanding the above, we confirm that the utilization of Capex shall be strictly restricted to ₹600 lakhs only. Any expenditure exceeding this approved Capex amount shall be met entirely from our own internal resources.*

**5. The reason and justification for seeking variation in the objects of the IPO:**

**A. Funding capital expenditure requirements for the purchase of equipment/machineries**

The Company proposes to change the source of purchase of the machinery and equipment as disclosed in point No 4. Based on a detailed commercial and operational evaluation, the Management has determined that sourcing the equipment from an Indian vendor is significantly more beneficial for the project for the following reasons:

**a. Duty Savings**

Importing the equipment from China attracts customs duty and related levies amounting to approximately **35–40%**, which will be completely avoided by procuring from an Indian vendor, resulting in substantial cost savings.

**b. Freight and Logistics Cost Reduction**

Overseas procurement involves high ocean freight charges, insurance, port handling, and inland transportation costs. Local sourcing eliminates international freight and significantly reduces overall logistics expenses.

**c. Customs Clearance & Compliance**



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Imports from China require extensive customs clearance procedures, documentation, inspections, and potential delays at ports.

Procurement from an Indian vendor avoids these complexities and associated costs.

#### d. Installation & Commissioning Efficiency

Equipment sourced from China often requires coordination with foreign technicians for installation and commissioning, leading to additional costs and scheduling constraints. Indian vendors provide faster and more cost-effective installation support.

#### e. Lead Time Reduction (Critical Factor)

The total lead time for procurement from China, including manufacturing, shipping, customs clearance, inland transportation, and installation, is estimated at **6 to 9 months**.

In contrast, procurement from an Indian vendor significantly reduces lead time, ensuring timely installation and commissioning.

#### f. Prevention of Project Delays

Any delay in the receipt and installation of the equipment would directly impact the overall project timeline, consequently, adversely affect the Company's projected export turnover and profitability. Such delays may also result in cost overruns, deferment of operations, and potential loss of revenue. Procurement from a domestic vendor significantly mitigates these risks and ensures timely execution in accordance with the approved project schedule.

## B. FUNDING FOR WORKING CAPITAL REQUIREMENT

The transfer of funds from General Corporate Purposes (GCP) to working capital, in excess of the prescribed SEBI limits, will strengthen cash flow stability by addressing timing mismatches in the operating cycle and enabling timely payments to suppliers. This will reduce reliance on internal accruals and ad-hoc funding arrangements.



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Further, the utilization under this object has exceeded the originally estimated utilization amount during the financial year 2025-26 and 2026-27 due to the Company's expanded scale of operations and higher working capital requirements. The working capital estimates were initially based on a projected turnover of ₹100 crore for FY 2025–26, which has now been revised to approximately ₹145 crore.

Therefore, the Company proposes to transfer the excess funds from GCP to working capital to meet the increased operational requirements and to align with the GCP limits under revised SEBI Guidelines.

## C. UNIDENTIFIED ACQUISITION AND GENERAL CORPORATE PURPOSES

The revision in GCP limits in accordance with the revised SEBI guidelines, along with the transfer of GCP to Working Capital in excess of the prescribed limits. The proposed changes are expected to enhance earnings visibility, strengthen cash flow resilience, reduce execution and liquidity risks, and support the timely achievement of business and export objectives.

The Board of Directors believes that the proposed variation is in the best interest of the Company and its stakeholders and will enable more efficient deployment of funds.

## 6. The proposed time limit within which the proposed varied objects would be achieved

S. NO.	Particulars	Amount (In Rs. Lakh)	Revised Amount (In Rs. Lakh)	Utilized Amount -Q2 (In Rs. Lakh)	Utilized Amount -Q3 (In Rs. Lakh)	Balance Unutilized Amount (In Rs. Lakh)	Proposed time lines
1	Capital Expenditure	600	600	21	49.40	529.60	FY 2025-26 and 2026-27
2	Working Capital Requirement	3,500.00	3778.41	2080.11	1345.05	353.25	FY 2025-26 and 2026-27



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3	Unidentified Acquisition and General Corporate Purposes*	2,015.87	1737.46	567.08	1026.64	143.74	FY 2025-26
4	IPO Expenses	833.98	833.98	824.01	0	9.97	FY 2025-26
<b>Total</b>		<b>6,949.85</b>	<b>6,949.85</b>	<b>3,492.20</b>	<b>2,421.09</b>	<b>1,036.56</b>	

## 7. The amount proposed to be utilised for the new objects

S.No	Original objects of the IPO as stated in the Prospectus	Amount unutilized as on 31st Dec 2025	Revised amount after variation	Revised Amount unutilised after variation
1	Funding capital expenditure requirements for the purchase of equipment/machineries	529.60 Lacs	600 Lacs	529.60 Lacs
2	Funding the Working Capital requirement including working capital loans	75 Lacs	3778.41 Lacs	325.25 Lacs
3	General Corporate Purposes*  <b>* GCP restricted to 25% of total IPO Proceeds by the Company and excess GCP to be transferred to working capital requirement</b>	422.17 Lacs	1737.46 Lacs	143.74 Lacs
<b>Total</b>		<b>1026.59 Lacs</b>	<b>6115.87 Lacs</b>	<b>1026.59 Lacs</b>



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## 8. The estimated financial impact of the proposed alteration on the earnings and cash flow of the company

### **Earnings Impact:**

The proposed revision in GCP limits in accordance with the revised SEBI guidelines, along with the transfer of GCP to Working Capital in addition to the prescribed SEBI limits, and the engagement of a local vendor, is expected to have a **positive impact on the Company's earnings**. Enhanced liquidity will enable uninterrupted procurement of raw materials and efficient execution of orders, resulting in improved capacity utilization and timely fulfillment of both domestic and export commitments.

Further, sourcing from a local vendor will result in significant cost savings through avoidance of import duties, reduced freight and logistics costs, and lower installation and commissioning expenses. Reduced lead time and timely commissioning will enable operations to commence as planned, thereby safeguarding projected turnover and profitability.

### **Cash Flow Impact:**

The transfer of GCP to Working Capital, in addition to the prescribed SEBI limits, will strengthen cash flow stability by addressing timing mismatches in the operating cycle and enabling timely payments to suppliers. This will reduce reliance on internal accruals and ad-hoc funding arrangements.

Further, engagement of a local vendor will enhance cash flow predictability by minimizing upfront cash outflows associated with imports, eliminating foreign exchange exposure, and reducing inventory holding periods due to faster delivery timelines. Collectively, these measures will support smoother cash inflows and more disciplined cash flow management.

### **Assumptions and Safeguards:**

The enhanced Working Capital and GCP limits will be utilized strictly for business operations and working capital requirements.

- Procurement from the local vendor will be undertaken after due technical and commercial evaluation, ensuring compliance with quality and performance standards.



Regd. Off.:Flat No. 704, Narmada Block N-6, Sector - D, Block - C, Vasant Kunj, New Delhi -110070

Corp Off. : D-001, Sector-80, Noida-201305, (U.P.) INDIA

Tel.: 0120-4520300/1/2/3 till 99 (100 Lines) Fax : 0120-4520314

E- mail : [info@anonditamedicare.com](mailto:info@anonditamedicare.com) | [accounts@anonditahealthcare.com](mailto:accounts@anonditahealthcare.com)

Website: [www.anonditamedicare.com](http://www.anonditamedicare.com)



# ANONDITA MEDICARE LIMITED

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

Manufacturer of Condoms

- Total capex utilization shall remain within approved limits, with any excess funded through internal resources.
- The Company will continue to maintain prudent inventory, receivables, and payables management to control the working capital cycle.
- Regular monitoring and reporting will be undertaken to ensure compliance with lender covenants and operational targets.

### Conclusion:

The revision in GCP limits in accordance with the revised SEBI guidelines, along with the transfer of GCP to Working Capital in addition to the prescribed SEBI limits and the engagement of a local vendor, is **financially prudent and operationally beneficial**. The proposed changes are expected to enhance earnings visibility, strengthen cash flow resilience, reduce execution and liquidity risks, and support the timely achievement of business and export objectives. Accordingly, these measures will contribute positively to the Company's overall financial performance and long-term sustainability.

### 9. Risk factors pertaining to the new objects

The risks associated with the revised objects are broadly similar to those disclosed in the Prospectus. The Board has assessed these risks and believes that appropriate mitigation measures are in place.

### 10. The place from where any interested person may obtain a copy of the notice of resolution to be passed.

Any interested person may access the notice of the resolution from the Company's website at <https://anonditamedicare.com/> and the website of National Stock Exchange of India (NSE) at [www.nseindia.com](http://www.nseindia.com), the Stock Exchanges where the securities of the Company are listed.

### 11. Name of the director who voted against the proposed variation/alteration.

None of the directors present at the board meeting held on 19<sup>th</sup> January 2026 had voted against the proposed variation/alteration.



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**12. Any other relevant information which is necessary for the members to take an informed decision on the proposed resolution**

Accordingly, in terms of the provisions of Sections 27 of the Companies Act, 2013 and any other applicable provisions and the rules made there under, the Company seeks approval of the members by way of Special Resolution for Ratification of Utilisation of Issue Proceeds and Variation in the Objects / Terms of Utilisation of the Initial Public Offering (“IPO”) Proceeds in the terms of the Objects of the Issue as disclosed in the Prospectus.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

**For and on behalf of  
Anondita Medicare Limited**

Sd/-

**Bhawna Bisht**

**Company Secretary and Compliance Officer**

**M. No: A 70843**

**Address: - D-001, Sector 80, Noida,  
Gautam Buddha Nagar, Uttar Pradesh-201301**

Date: 19/01/2026

Place: Uttar Pradesh



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