Notice of 03rd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 03rd ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ANONDITA MEDICARE LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 29TH, 2026, AT 04:00 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:

ORDINARY BUSINESS:

1. **TO CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

2. **TO APPOINT A DIRECTOR IN THE PLACE OF MR. LAKHINDER SINGH (DIN: 07703780) WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

SPECIAL BUSINESS:

3. **TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2027:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the recommendation of the Audit Committee of the Company, the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and out of pocket expenses, as approved by the Board of Directors, to be paid to **M/s Bahadur Murao & Co, Cost Accountants (having Registration No. 08)**, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2027, be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

4. **APPROVAL FOR MATERIAL MODIFICATION OF EARLIER APPROVED MATERIAL RELATED PARTY TRANSACTION(S) WITH ANONDITA HEALTHCARE & RUBBER PRODUCTS INDIA LIMITED ("AHRPIL"/"SUBSIDIARY"):**

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

   "**RESOLVED THAT** in continuation of the approval accorded by the Members of the Company at the Extra-Ordinary General Meeting held on May 28, 2026 approving the related party transaction(s) of the Company aggregating to ₹60,00,00,000/-(Rupees Sixty Crore Only) with **Anondita Healthcare & Rubber Products India Limited which inter alia comprised transactions relating to loan and advances and sale of products**, and 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 based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members 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/ continue with the existing Material Related Party Transaction(s), carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Anondita Healthcare & Rubber Products India Limited by enhance the aggregate value of the approved

Related Party Transactions from ₹60,00,00,000/- (Rupees Sixty Crore Only) to ₹75,00,00,000/- (Rupees Seventy-Five Crore Only), by an additional amount of ₹15,00,00,000/- (Rupees Fifteen Crore Only) and to include within the enhanced limit for corporate guarantee(s), guarantee(s), security(ies), and/or any kind of related party transactions or any other transaction(s) for transfer of resources, technology, or obligations, ("Other RPT's"), for a period commencing from the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as may be mutually agreed between the Company and its Subsidiary, provided that such contract(s), arrangement(s), agreement(s) and/or transaction(s) shall be undertaken in accordance with applicable laws and, wherever applicable, in the ordinary course of business of the Company and on an arm's length basis.

RESOLVED FURTHER THAT except for the modification specifically approved herein, all other terms and conditions of the approval accorded earlier by the Members at the Extra-Ordinary General Meeting held on May 28, 2026, which are not modified by this Resolution, shall remain unchanged and continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board 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."

5. **APPROVAL FOR MATERIAL MODIFICATION OF EARLIER APPROVED MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. ANUPAM GHOSH, PROMOTER AND MANAGING DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT in continuation of the approval accorded by the Members of the Company at the Extra-Ordinary General Meeting held on May 28, 2026 approving the related party transaction(s) of the Company with Anupam Ghosh, a related party of the Company, for an aggregate value not exceeding ₹ 25,50,00,000/-, which inter alia comprised transactions relating Guarantee given on loan availed by the Company, Rent given for the Property for the Financial year 2026-27 and 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) or 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/ continue with the existing Material Related Party Transaction(s), carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with **Mr. Anupam Ghosh**, a Related Party of the Company, by enhance the aggregate value of the approved Related Party Transactions from ₹25,50,00,000/- (Rupees Twenty-Five Crore and Fifty Lakhs Only) to ₹55,50,00,000/- (Rupees Fifty-Five Crores and Fifty Lakhs Only), by an additional amount of ₹30,00,00,000/- (Rupees Thirty Crore Only) and to include within the enhanced limit for Loan availed by the Company and Guarantee given on loan availed by the Company and/or any kind of related party transactions or any other transaction(s) for transfer of resources, technology, or obligations, ("Other RPT's"),for a period commencing from the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027 as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the Company and Anupam Ghosh, provided that the said contract(s)/ arrangement(s)/ agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

RESOLVED FURTHER THAT except for the modification specifically approved herein, all other terms and conditions of the approval accorded earlier by the Members at the Extra-

Ordinary General Meeting held on May 28, 2026, which are not modified by this Resolution, shall remain unchanged and continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board 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."

6. **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN ANONDITA HEALTHCARE & RUBBER PRODUCTS INDIA LIMITED, SUBSIDARY COMPANY WITH ANONDITA HEALTHCARE (PARTNERSHIP FIRM):**

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) or 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, 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 for Anondita Healthcare & Rubber Products India Limited ("AHRPIL"), a subsidiary of the Company (as defined under the Companies Act, 2013) to 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 Anondita Healthcare (Partnership Firm), a related party of the AHRPIL pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for an aggregate value not exceeding ₹20,00,00,000/- (Rupees Twenty Crores Only), for Purchase of Goods/Products and Car Rent Services and/or any kind of related party transactions or any other transaction(s) for transfer of resources, technology, or obligations, ("Other RPT's"), for a period commencing from the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027 , on such terms and conditions as may be mutually agreed between the parties and as may be determined by the Board, as more particularly described in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board 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."

For and on behalf of
Anondita Medicare Limited

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

Date: August 27, 2026
Place : Noida

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 03rd Annual 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 AGM 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 AGM 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 AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM 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 authorising such representative(s) to attend and vote on their behalf at the Meeting.

5. Members attending the 03rd AGM 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 AGM 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 AGM 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM 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 AGM. For this purpose, the Company has appointed and authorized 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 AGM 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 AGM 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

11. 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. Tuesday, September 22, 2026.

12. 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 AGM.

13. 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.

14. The remote e-voting period will commence at 10.00 A.M. on September 26, 2026 and will end at 5.00 P.M. on September 28, 2026.

15. 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 03rd Annual General Meeting.

16. 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://anonditamedicare.com/inc/Scrutinizer_Report.pdf and on the website of the agency NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the Stock Exchanges.

17. The Resolutions shall be deemed to be passed on the date of the AGM conducted through VC/OAVM, subject to receipt of the requisite number of votes in favour of the Resolutions.

18. 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.

19. The Members can join the AGM 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. 20.

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

The remote e-voting period begins on Saturday, September 26, 2026 at 10:00 A.M and ends on Monday, September 28, 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. September 22, 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 September 22, 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.	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. 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 servicesunder 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 digitdemat 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** App Store Google Play
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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Particulars	Login Method
	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 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 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
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 AGM 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 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 user 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 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 attestedspecimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmohitsinghal@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.

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 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 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:

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.

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 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.

3. 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.

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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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.

6. The same will be replied by the company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from theirregistered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at secretarial@anonditamedicare.com before Friday 25th September 2026 till 5.00 PM (IST).

7. 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 AGM.

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

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

For and on behalf of
Anondita Medicare Limited

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

Date: August 27, 2026
Place : Noida

ANNEXURE-I

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

ITEM NO. 3

TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2027:

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Bahadur Murao & Co, Cost Accountants (having Registration No. 08), the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2027.It is proposed to pay the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for financial year ending on 31st March 2027, by passing an Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Director(s), Key Managerial Personnel(s) or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors commends the Ordinary Resolution set out at Item No. 3of this Notice for ratification by the members.

ITEM NO. 4:

APPROVAL FOR MODIFICATION IN THE APPROVED MATERIAL RELATED PARTY TRANSACTION(S) WITH ANONDITA HEALTHCARE & RUBBER PRODUCTS INDIA LIMITED

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, require prior approval of the Members by way of an Ordinary Resolution for all material related party transactions and subsequent material modifications thereto, as defined by the Audit Committee, notwithstanding that such transactions may be in the ordinary course of business of the Company and/or on an arm's length basis.

With effect from April 1, 2025, in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceed Rupees Fifty Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Members of the Company, at the Extra-Ordinary General Meeting held on May 28, 2026, had approved the related party transaction(s) with Anondita Healthcare & Rubber Products India Limited, for an aggregate value not exceeding ₹60,00,00,000/- (Rupees Sixty Crore Only) for the financial year 2026-27. The approved transactions primarily comprised granting of unsecured loan and advances/repayment thereof and sale of products, as more particularly disclosed in the explanatory statement to the said Notice.

The Company now proposes to modify the terms and conditions of the aforesaid approved material related party transactions by extending the validity period of approval from the date of the Third Annual General Meeting until the date of the Fourth Annual General Meeting of the Company, to be held in the year 2027 and enhance the aggregate value of the transactions, including the existing transactions relating to loans and advances and sale of products, and to additionally include corporate guarantee(s), guarantee(s), security(ies), indemnity(ies) and/or other related party transactions, as may be required in connection with the business and financial requirements of Anondita Healthcare & Rubber Products India Limited.

Accordingly, approval of the Members is sought to enhance the aggregate value of the related party transactions from ₹60,00,00,000/- (Rupees Sixty Crore Only) to ₹75,00,00,000/- (Rupees Seventy Five Crores Only), representing an additional amount of ₹15,00,00,000 (Rupees Fifteen Crores Only), and to include, within such enhanced limit, the aforesaid additional categories of related party transactions.

The proposed transactions are expected to facilitate effective financial and business operations within the group, enable efficient utilisation of financial resources and support the business and financial requirements of Anondita Healthcare & Rubber Products India Limited. The provision of corporate guarantee(s) and other related arrangements, wherever required, would facilitate access to banking/financial facilities and support the working capital and other business requirements of Anondita Healthcare & Rubber Products India Limited.

All such transactions shall be undertaken on such terms and conditions as may be mutually agreed between the parties and approved by the Board/Audit Committee, subject to applicable laws, rules and regulations. The transactions shall be undertaken in the ordinary course of business, wherever applicable, and on an arm's length basis, subject to compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Audit Committee, based on the relevant details and information placed before it by the management, has reviewed and approved the proposed modification in the nature and scope of the related party transactions, subject to the approval of the Members and has noted that the transactions shall be undertaken in accordance with applicable laws and, wherever applicable, on an arm's length basis and in the ordinary course of business.

The Board of Directors, after considering the relevant details and recommendation of the Audit Committee, has approved the proposed modification and recommends passing of the resolution contained in Item No. 4 of this Notice as an **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)	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section;	Refer below table titled as "Annexure – A and B"
(b)	Justification for why the proposed transaction is in the interest of the listed entity;	Refer below table titled as "Annexure – A-5"
(c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above; 4(f): If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: details of the source of funds in connection with the proposed transaction; .where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, · nature of indebtedness; · cost of funds; and · tenure; (Note: The requirement of disclosure in Sr. no. i. and ii. above, is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies) iii. .applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; andthe purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Refer below table titled as "Annexure – B(2)"
(d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

S. No.	Particulars of the information	Details
(e)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis :	Refer below table titled as "Annexure – A-4"
(f)	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"
(g)	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"
(h)	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.
(i)	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.
(j)	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
(k)	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
(l)	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:	Related party is Subsidiary Company of Anondita Medicare Limited
A	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 89.03% of the fully paid-up equity share capital of the Subsidiary Company. *6 shares held by the Nominee shareholder on behalf of the Company.
B	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 thelisted entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
C	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
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	

Nature of Transaction	Amount (in ₹)
Sales of goods to Anondita Healthcare and Rubber Products India Limited	11,06,77,351
Unsecured Loan given to Anondita Healthcare and Rubber Products India Ltd	14,64,77,818
Total	**25,71,55,169**

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>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.</td><td>
<table>
<tr><th>Nature of Transaction</th><th>Amount (in ₹)</th></tr>
<tr><td>Net Sales of goods to Anondita Healthcare and Rubber Products India Limited</td><td>2,81,57,890</td></tr>
<tr><td>Unsecured Loan given to Anondita Healthcare and Rubber Products India Limited</td><td>3,06,77,079</td></tr>
<tr><td>Total</td><td>5,88,34,969</td></tr>
</table>
</td></tr>
<tr><td>3.</td><td>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</td><td>No</td></tr>
</table>

A4. Amount of the proposed transaction

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹ 75,00,00,000/-</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>54.58 %</td></tr>
<tr><td>4.</td><td>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)</td><td>Not Applicable as the proposed transaction is between the Listed Company and its Subsidiary</td></tr>
<tr><td>5.</td><td>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</td><td>203.88%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>Amount (in ₹)</th></tr>
<tr><td>Turnover</td><td>36,78,72,102.71</td></tr>
<tr><td>Profit After Tax</td><td>7,75,45,825.76</td></tr>
<tr><td>Net worth</td><td>18,52,71,905.14</td></tr>
</table>
</td></tr>
</table>

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, Providing corporate guarantee(s), guarantee(s), security(ies), indemnity(ies) and/or other related party transactions
2.	Details of the proposed transaction	The Company has entered into / proposes to enter into the following transactions with Anondita Healthcare & Rubber Products India Limited which is a related party of the Company: A) Unsecured Loan: Granting of unsecured loan to Anondita Healthcare & Rubber Products India Limited Ltd. aggregating amount of ₹ 25,00,00,000/- for business purposes, if required, in the ordinary course of business. B) Sale of Products: Sale of condoms and other products to Anondita Healthcare & Rubber Products India Limited., of ₹ 35,00,00,000/- in the ordinary course of business and on an arm's length basis. C) Providing corporate guarantee(s), guarantee(s), security(ies), indemnity(ies) and/or D) Any other related party transactions as may be required for the business and financial requirements of the Subsidiary, subject to the overall approved limit.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027
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.	A) Loan and Advances: Value of Proposed Transaction is upto ₹25 Crore B) Sale of Product : Value of Proposed Transaction is upto ₹35 Crore C) Providing corporate guarantee(s), guarantee(s), security(ies), indemnity(ies: upto ₹10 Crore and D) Any other related party transactions: upto ₹5 Crore The proposed transactions will be completed within From the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027and shall remain within the overall enhanced RPT limit approved by the Members.
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 with Anondita Healthcare & Rubber Products India Limited 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.
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) 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. 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	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. 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.
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.

S. No.	Particulars of the information	Information provided by the management
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.	9.85 % to 12.5%
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 Anondita Healthcare & Rubber Products India Limited. for its business purposes, in the ordinary course of business.

B(4): 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.	a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	a) To facilitate banking/financial facilities and support the working capital and other business requirements of Anondita Healthcare & Rubber Products India Limited. b) Yes. Any guarantee(s)/indemnity(ies) issued by the Company shall create legally binding obligations in accordance with their terms and applicable law.
2.	Material covenants of the proposed transaction including: (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.	The material terms and covenants of the proposed guarantee(s), including commission/fee, if any, and the terms relating to recovery/ reimbursement in case of invocation, shall be finalised at the time of entering into the relevant arrangement and shall be subject to approval by the Audit Committee/Board, as applicable, and compliance with applicable laws
3.	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 proposed corporate guarantee(s), guarantee(s), security(ies) and indemnity(ies) shall be up to ₹10 crore for a period commencing from the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027, subject to the overall approved RPT limit and applicable laws. Any accounting provision, if required, shall be made in accordance with applicable accounting standards
4.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not Rated, as no credit rating is available.

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:

APPROVAL FOR MATERIAL MODIFICATION OF EARLIER APPROVED MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. ANUPAM GHOSH, PROMOTER AND MANAGING DIRECTOROF THE COMPANY:

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, require prior approval of the Members by way of an Ordinary Resolution for all material related party transactions and subsequent material modifications thereto, as defined by the Audit Committee, notwithstanding that such transactions may be in the ordinary course of business of the Company and/or on an arm's length basis.

With effect from April 1, 2025, in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceed Rupees Fifty Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time.

The Members of the Company, at the Extra-Ordinary General Meeting held on May 28, 2026, had approved the related party transaction(s) with Mr. 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), for the financial year 2026-27. The approved transactions primarily comprised Guarantee given on loan availed by the Company and Rent given for the Property , as more particularly disclosed in the explanatory statement to the said Notice.

The Company now proposes to modify the terms and conditions of the aforesaid approved Material Related Party Transactions by extending the validity period of approval from the date of the Third Annual General Meeting until the date of the Fourth Annual General Meeting of the Company, to be held in the year 2027and enhance the aggregate value of the transactions, including the existing transactions relating to, Guarantee given on loan availed by the Company, Rent given for the Property and to additionally include Loan availed by the Company and/or other related party transactions, as may be required in connection with the business and financial requirements of the Company

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 August 27, 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. 5 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)	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section;	Refer below table titled as "Annexure – A and B"
(b)	Justification for why the proposed transaction is in the interest of the listed entity;	Refer below table titled as "Annexure – A-5"
(c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above; 4(f): If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: details of the source of funds in connection with the proposed transaction; .where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, · nature of indebtedness; · cost of funds; and · tenure; (Note: The requirement of disclosure in Sr. no. i. and ii. above, is not applicable to listed banks/NBFCs/insurance companies/housing finance companies) iii. .applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; andthe purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
(d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
(e)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis :	Not Applicable
(f)	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"
(g)	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"
(h)	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.

S. No.	Particulars of the information	Details
(i)	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.
(j)	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
(k)	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
(l)	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 related party — including nature of its concern (financial or otherwise) and the following:	Mr. Anupam Ghosh is a Managing Director and Promoter of the Company
A	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not applicable (NA).
B	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).
C	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
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	₹4,45,21,929 (Rupees Four crore Forty Five Lakhs Twenty-One Thousand Nine Hundred Twenty-Nine Only), relating to a loan availed by the Company, undertaken in the ordinary course of business and on an arm's length basis.
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.	Guarantee ₹ 50,00,00,000/- Rent of Property ₹ 50,00,000/- Loan Availed by the Company ₹ 5,00,00,000/- **Total** **₹ 55,50,00,000/-**
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 36.39% Rent of Property 0.36% Loan Availed by the Company 3.64% **Total** **40.39%**
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 party for the immediately preceding financial year.	**Particulars** 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
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a) Guarantee given on loan availed by the Company b) Rent given for the Property c) Loan availed by the Company and/or other related party transactions, as may be required All transactions are proposed to be carried out in the ordinary course of business and on an arm's length basis.
2.	Details of the proposed transaction	**a) Guarantee on Loan** 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 ₹50,00,00,000 (Rupees Fifty Crores Only).
		The proposed guarantee is intended to facilitate the Company in obtaining financing on favourable terms and to support its working capital and other financial requirements. The proposed transaction is in the ordinary course of business and is proposed to be undertaken on an arm's length basis. **b) Renting of Property** The Company may lease certain properties from Mr. Anupam Ghosh for its business operations, with the aggregate rent payable not exceeding ₹50,00,000 (Rupees Fifty Lakhs Only). The rent is proposed to be determined at fair market value and on an arm's length basis, and the arrangement will facilitate the Company's operational requirements. **C) Loan availed by the Company and/or Other Related Party Transactions** The Company may avail loan facilities of up to ₹5,00,00,000 (Rupees Five Crores Only) from the bank/financial institution, as may be required from time to time, for meeting its working capital and general business requirements. The proposed transaction(s) shall be undertaken in the ordinary course of business and, wherever applicable, on an arm's length basis.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027
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.	a) Guarantee given on loan availed by the Company: ₹50,00,00,000/- b) Renting to the Property: ₹50,00,000/- c) Loan availed by the Company and/or Other Related Party Transactions : ₹5,00,00,000/-

S. No.	Particulars of the information	Information provided by the management
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, comprising the guarantee arrangement, renting of property and loan/other related party transactions, are intended to support the Company's financing and operational requirements and are proposed to be undertaken in the ordinary course of business and on an arm's length basis, in compliance with applicable laws. The guarantee arrangement will facilitate the Company in obtaining and securing the required credit facilities from the bank/financial institution and support its working capital and other financial requirements. The renting of property will ensure the availability of suitable premises for the Company's business operations on commercially reasonable terms. The proposed loan/other related party transactions will support the Company's liquidity, working capital and general business requirements, as may be required from time to time.
		Accordingly, the proposed transactions are expected to facilitate the Company's financing requirements, operational efficiency and business continuity and are therefore considered to be in the interest of the Company and its stakeholders.
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 party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	-

PART B: ADDITIONAL INFORMATION

B(5) proposed transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	The proposed borrowing from Mr. Anupam Ghosh shall be subject to such terms and conditions as may be mutually agreed between the Company and Mr. Anupam Ghosh and shall be in compliance with applicable laws and regulations.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The proposed borrowing shall carry an interest rate in the range of 9.85% to 12.5% per annum, as may be mutually agreed between the Company and Mr. Anupam Ghosh.
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	The cost of borrowing shall comprise interest at the rate of 9.85% to 12.5% per annum. No other fees, charges, processing fees, or costs are proposed to be payable in connection with the borrowing.
4.	Maturity / due date	The proposed borrowing shall be repayable on demand.
5.	Repayment schedule & terms	The principal amount, along with applicable interest, shall be repayable on demand, in accordance with the mutually agreed terms between the Company and Mr. Anupam Ghosh.

S. No.	Particulars of the information	Information provided by the management
6.	Whether secured or unsecured? If secured, the nature of security & security coverage ratio	The proposed loan shall be unsecured and no security shall be created in respect thereof.
7.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The proposed loan of up to ₹5,00,00,000 (Rupees Five Crores Only) from Mr. Anupam Ghosh shall be utilized towards the working capital requirements, general corporate purposes and other legitimate business requirements of the Company.
8.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks. a. Before transaction b. After transaction	Not Applicable
9.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks. a. Before transaction b. After transaction	Not Applicable

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. 5 of the Notice for approval of the Members.

ITEM NO. 6

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN ANONDITA HEALTHCARE & RUBBER PRODUCTS INDIA LIMITED, SUBSIDIARY AND ANONDITA HEALTHCARE, PARTNERSHIP FIRM:

The provisions of the SEBI Listing Regulations require prior approval of the Members, wherever applicable, by way of an Ordinary Resolution for material related party transactions and subsequent material modifications thereto, notwithstanding that such transactions may be in the ordinary course of business and/or on an arm's length basis.

The Company has a subsidiary, Anondita Healthcare & Rubber Products India Limited ("AHRPIL"). AHRPIL proposes to enter into certain related party transactions with Anondita Healthcare, a partnership firm and a related party, for a period commencing from the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027.

The aggregate value of the proposed transactions is expected to be up to ₹20,00,00,000/- (Rupees Twenty Crore Only). The transactions may comprise such sale/purchase of goods or services, car rental services and/or such other related party transactions involving transfer of resources, services, technology or obligations ("Other RPTs"), as may be required in connection with the business and operational requirements of AHRPIL.

The proposed transactions are intended to facilitate the smooth conduct of business operations, efficient utilisation of resources and fulfilment of the business requirements of AHRPIL. The transactions shall be undertaken on such terms and conditions as may be mutually agreed between the parties and shall be subject to applicable laws and approvals.

The Audit Committee of the Company, based on the relevant details and information placed before it by the management, has reviewed and approved the proposed transactions, subject to approval of the Members, wherever applicable. The Board of Directors, after considering the recommendation of the Audit Committee, has approved the proposed transactions and recommends the Ordinary Resolution set out at Item No. 6 of this Notice for approval of the Members.

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)	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section;	Refer below table titled as "Annexure – A and B"
(b)	Justification for why the proposed transaction is in the interest of the listed entity;	Refer below table titled as "Annexure – A-5"
(c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above; 4(f): If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: details of the source of funds in connection with the proposed transaction; .where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, · nature of indebtedness; · cost of funds; and · tenure; (Note: The requirement of disclosure in Sr. no. i. and ii. above, is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies) iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; andthe purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
(d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
(e)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis :	Refer below table titled as "Annexure – A-4"
(f)	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"
(g)	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"

S. No.	Particulars of the information	Details
(h)	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 provided by the Managing Director/Whole Time Director and Chief Financial Officer of the Company, as applicable, in accordance with the RPT Industry Standards.
(i)	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 proposed material related party transactions have been approved by the Audit Committee and the Board recommends the same to the Members for approval.
(j)	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.
(k)	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.
(l)	Any other information that may be relevant.	All relevant information forms part of this Explanatory Statement and Annexure - A.

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
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturer of Surgical Gloves, Condoms and such other allied products

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:	Anondita Healthcare is a partnership firm and is a related party of AHRPIL/Subsidiary Company and Mr. Anupam Ghosh, being a promoter of the Company, is also a partner in the said partnership firm.
A	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
B	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).	NIL

C	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	Not Applicable.

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 or Subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Total Amount of all the Transactions Undertaken by the Listed Entity. **Nature of Transaction** — **Amount (in ₹)** Lease Rent paid — 1,77,00,000 Corporate Guarantee Given in favour of Asscociate concern — 2,20,00,000 Total Amount of all the Transactions Undertaken by the Subsidiary **Nature of Transaction** — **Amount (in ₹)** Purchase of Products/Goods — 9,10,05,801.60 Car Rent Paid — 5,02,680
2.	Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Total Amount of all the Transactions Undertaken by the Subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. Total Amount of all the Transactions Undertaken by the Listed Entity. **Nature of Transaction** — **Amount (in ₹)** Car Rent Paid — 44,25,000 Total Amount of all the Transactions Undertaken by the Subsidiary **Nature of Transaction** — **Amount (in ₹)** Purchase of Products/Goods — 7,26,09,075 Car Rent Paid — 1,25,670 Advance received Back — 50,50,000
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	NA

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.	₹20,00,00,000/- (Rupees Twenty Crore Only).
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, subject to the applicable materiality threshold under the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	14.55%
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)	54.37%
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	62.33 % (Calculated on the basis of the related party's financial statements for the financial year 2024-25.)
6.	Financial performance of the related party for the immediately preceding financial year.	see table below

Particulars	Amount (in ₹)
Turnover	32,08,62,435
Profit After Tax	70,48,331
Net worth	8,40,54,159

(Calculated on the basis of the related party's financial statements for the financial year 2024-25)

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.)	Purchase of Goods/Products and Car Rent Services.
2.	Details of the proposed transaction	AHRPIL proposes to purchase goods/products and avail car rent services from Anondita Healthcare From the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027, as may be required for its business and operational requirements.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027
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.	Up to ₹20 crore for the period from the Third Annual General Meeting upto the date of Fourth Annual General Meeting of the Company to be held in the year 2027, subject to the overall approved limit.

S. No.	Particulars of the information	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transactions are in the interest of the Company as they facilitate smooth and efficient business operations of its subsidiary, ensure timely availability of goods/products and services and enable efficient utilisation of resources.
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	**S.No** / **Name** / **Shareholding** 1 / Anupam Ghosh, promoter and Managing Director of the Company / 75% 2 / Sonia Ghosh, promoter of the Company / 25%
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 information forms part of this Explanatory Statement and Annexure - A.

PART B: ADDITIONAL INFORMATION

B(2) 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	Not Applicable. The transactions are proposed to be undertaken based on business requirements and mutually agreed commercial terms.
2.	Basis of determination of price	Prices shall be determined based on mutually agreed commercial terms and, wherever applicable, prevailing market/commercial terms and shall be on an arm's length basis.
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?	Not Applicable.

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. 6 of the Notice for approval of the Members.

ANNEXURE-II

INFORMATION PURSUANT TO THE REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA WITH RESPECT TO APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS

Sr. No	Particulars	Details
1	Name	Mr. Lakhinder Singh
2	DIN of Director	07703780
3	Age	77 Years
4	Nationality	Indian
5	Date of First Appointment in the Board	29th June 2024
6	Brief Resume and Experience	M.A in English Literature, B.I.T.S, Pilani, Rajasthan
7	Nature of expertise in specific functional areas;	He had an experienced and professional retired government officer with over 36 years of experience working for the Indian Government in responsible positions concerning Taxation and Revenue as follow: • From 1999 to 2004: He served as Joint Secretary, Department of Revenue, Ministry of Finance, Government of India. In this role, he was responsible for monitoring and supervising all litigation pertaining to Indirect Taxation before the Supreme Court and High Court. • From 2004 to 2005 : He served as Director General Safeguard, Ministry of Finance, Government of India. He was responsible for safeguarding the economic interests of the country in matters of trade. • From 2005 to 2009: He served as Chief Commissioner, Customs and Central Excise, Meerut., Government of India. In this post, He was responsible for supervising the collection of revenue from most of the state of Uttar Pradesh and the whole of the state of Uttrakhand. In addition to this, he also held additional charge as Chief Commissioner, Customs and Central Excise Lucknow for a period of one year, where he was responsible for revenue collection for the remaining part of the state of Uttar Pradesh
8	Shareholding in the Company	Nil
9	Remuneration paid during the FY 2025-26	NA
10	Relationships between Directors inter-se	NA
11	Names of listed entities in which the person also holds the Directorship and the membership of Committees of the board	Directorship: 02 1. Anondita Healthcare and Rubber Products India Limited 2. Anondita Healthcare Private Limited No. of Committee Membership: i. Stakeholders Relationship Committee ii. Audit Committee iii. Nomination and Remuneration Committee
12	listed entities from which the person has resigned in the past three years	NA
13	Directorship in other entities	0