NOTICE

Notice is hereby given that the **42nd Annual General Meeting** of the Members of **Medico Intercontinental Limited** will be held on Wednesday, 30th September, 2026 at 02:00 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2026 together with the Reports of Board of Directors and Auditors thereon.

2. To appoint Director in place of Mrs. Swati Jay Shah (DIN: 08420884), who retires by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESSES:

3. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS WITH OXFORD PHARMA:

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) with **Oxford Pharma**, related party of the Company, on such terms and conditions as may be agreed upon between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) and **Oxford Pharma**, for an aggregate value not exceeding Rs. 25 crores during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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 authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

4. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS WITH LYF DISTRIBUTOR:

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) with **LYF Distributor**, related party of the Company, on such terms and conditions as may be agreed upon between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) and **LYF Distributor**, for an aggregate value not exceeding Rs. 6 crores during FY 2026-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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 authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS WITH MEDICO LAB:

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) with **Medico LAB**, related party of the Company, on such terms and conditions as may be agreed upon between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) and **Medico LAB**, for an aggregate value not exceeding Rs. 6 crores during FY 2026-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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 authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

6. **APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS WITH CALBORN LIFESCIENCE PRIVATE LIMITED:**

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) with **Calborn Lifescience Private Limited**, related party of the Company, on such terms and conditions as may be agreed upon between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) and **Calborn Lifescience Private Limited**, for an aggregate value not exceeding Rs. 130 crores during FY 2026-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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 authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

7. **APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS WITH Mr. SAMIR D SHAH:**

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) with **Mr. Samir D Shah**, related party of the Company, on such terms and conditions as may be agreed upon between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies) and/or joint venture(s) and **Mr. Samir D Shah**, for an aggregate value not exceeding Rs. 18.50 crores during FY 2026-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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 authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors
For Medico Intercontinental Limited

Sd/-
Puneeta Sharma
Company Secretary
Membership No.: A42989

Place : Ahmedabad
Date : August 14, 2026

Notes:

1. The AGM will be held on Wednesday, 30th September, 2026 at 02:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the applicable provision of the Companies Act, 2013 read with MCA latest Circular No. 03/2025 dated September 22, 2025, read with Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, and subsequent circulars issued in this regard, (collectively referred to as 'MCA Circulars') allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ('VC / OAVM') facility till further orders, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The SEBI also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 ('SEBI Circular') has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 42nd AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 42nd AGM shall be the Registered Office of the Company.

   As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to the Notice.

2. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

3. Body Corporates whose Authorized Representatives are intending to attend the meeting through VC/OAVM are requested to send to the Company on their email ID **mail@medicointercontinental.com** a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.

4. In compliance with the aforementioned provisions of the Act and the Listing Regulations, electronic copy of the Integrated Annual Report for the financial year 2025-26 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) ('DPs') for communication purposes. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company / RTA / DPs providing the weblink of Company's website from where the Integrated Annual Report for the financial year 2025-26 can be accessed.

   In case any Member is desirous of obtaining hard copy of the Integrated Annual Report for the financial year 2025-26 and Notice of the 42nd AGM of the Company, he / she may send request to the Company at **mail@medicointercontinental.com** mentioning Folio No. / DP ID and Client ID.

   Members who have questions or are seeking clarifications on the Integrated Annual Report or on the proposals as contained in the Notice, are requested to send e-mail to the Company at **mail@medicointercontinental.com** 14 days in advance before the date of the meeting. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for Members to express their views or give comments during the meeting. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and Mobile number, on e-mail ID mail@medicointercontinental.com 14 days in advance before the date of the meeting. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') with respect to Item no. 3 to 7 forms part of the Notice. The Board of Directors has considered and decided to include Item No. 3 to 7 as given above as Special Business in the forthcoming AGM as it is unavoidable in nature. The relevant details as set out under Item No. 3 to 7 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') in respect of the Directors seeking appointment / reappointment at this AGM, are also part of the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.

6. Those Shareholders (Physical or Demat) whose email IDs are not registered can get their email ID registered on the website of our RTA i.e., **https://www.purvashare.com/**

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013.

9. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) Suspense Account. As the Company has declared and paid dividend first time in the financial year i.e., F.Y. 2022-23, therefore details related to these provisions are not applicable to the Company.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice and Explanatory Statements, shall be available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at **mail@medicointercontinental.com**.

11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in the Notice under Note no. 30 and 31.

12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. The Annual Report along with the Notice of AGM will be placed on the Company's website on **www.medicointercontinental.com**.

14. Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. 28th August, 2026 will receive Annual Report for the financial year 2025-26 through electronic mode.

15. Members are requested to address all the correspondence to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.

16. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

17. 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 MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, September 25, 2023 and September 19, 2024, 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

18. The Board of Directors of the Company has appointed Mr. Yash Mehta, a Practicing Company Secretary, Ahmedabad, as Scrutinizer for conducting the voting process of remote e-Voting and e-Voting during AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and the Listing Regulations.

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 the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee,

Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

20. 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 **www.medicointercontinental.com**. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at **www.bseindia.com**. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. **www.evotingindia.com**.

21. Members may also note that the Notice of the 42nd AGM and the Annual Report 2025-26 will be available on the Company's website **www.medicointercontinental.com**. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require e-communication, or have any other queries, may write to us at: - **mail@medicointercontinental.com**.

22. As per the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") and Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 read with MCA General Circular 20/2020 dated 05th May, 2020, MCA General Circular 09/2023 dated 25th September, 2023 and MCA Circular No. 09/2024 dated September 19, 2024; the Annual Report will be sent through electronic mode to those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.

23. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.

    SEBI introduced a special, time-bound window from July 7, 2025, to January 6, 2026, for the re-lodgment of physical share transfer requests that were previously rejected or returned before April 1, 2019. This initiative allowed Members to transfer and dematerialize shares that faced procedural or documentation issues, aiming to resolve long-standing legacy, non-disputed ownership cases. In order to further facilitate the investors to get rightful access to their securities, SEBI has opened another special window for transfer and dematerialization of physical securities which were sold / purchased before April 1, 2019. This special window is open for a period of 1 (one) year from February 5, 2026 to February 4, 2027 and is available for such transfer requests which were previously submitted and were rejected or returned before April 1, 2019 due to deficiency of documents, process or otherwise. The Members who are eligible for this are requested to take advantage of this special window and have the shares transferred in their name(s).

24. SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 1, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

    Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DPs in case of holding in dematerialized form or to Company's RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at **https://medicointercontinental.com/investors/faqs/** in case of holdings in physical form.

25. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs. For relevant forms, please visit the Company's website at **https://medicointercontinental.com/investors/faqs/**

26. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing Investor service requests, viz. issue of duplicate securities certificate; renewal/ exchange of securities

certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Further SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities.

In furtherance of the Government of India's initiatives on "Ease of Doing Business" and "Ease of Doing Investment", SEBI has dispensed with the requirement of issuance of Letter of Confirmation ('LOC') for effecting direct credit of securities to the dematerialized account of investors. This change aims to speed up the process significantly and will be effective from April 2, 2026. LOCs issued earlier remain valid for dematerialization within 120 days. Under the new framework, investors must already hold a demat account and submit a duly attested, recent Client Master List along with prescribed forms. RTA, Companies and Depositories are required to complete verification and credit securities directly into the demat account within 30 days of the receipt of such request.

Accordingly, Members are requested to make service requests to the Company through e-mail **mail@medicointercontinental.com** or by writing to the Company's RTA at **support@purvashare.com** by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be along with recent Client Master List. The said forms can be downloaded from the Company's website at **https://medicointercontinental.com/investors/faqs/**.

27. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form as stated above.

28. SEBI vide Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution ('ODR') Portal. Members are requested to take note of the same.

29. The Annual Report 2025-26, the Notice of the 42nd AGM and instructions for e-voting, are being sent by electronic mode to all the members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses and requested for a physical copy of the documents, the said documents are being sent by the permitted mode.

30. **E – Voting Facility:** The remote e-Voting period will begin on Sunday, September 27, 2026 at 9:00 a.m. and will end on Tuesday, September 29, 2026 at 5:00 p.m. During this period, Members of the Company holding shares either in physical form or dematerialized form as on cut-off date, i.e., Wednesday, September 23, 2026, may exercise their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

A person whose name is recorded in the Register of Members or in the Beneficial Owners maintained by Depositories as on the cut-off date i.e., Wednesday, September 23, 2026 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / Beneficial Owner (in case of shares held in dematerialized form) as on the cut-off date i.e., Wednesday, September 23, 2026. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut- off date, being Wednesday, September 23, 2026.

A person who is not a member as on the cut- off date should treat this Notice for information purposes only.

31. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The voting period begins on Sunday, 27th September, 2026 at 9:00 A.M. and ends on Tuesday, 29th September, 2026 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL's 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 to Easi / Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & My Easi New (Token) Tab.
	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 & My Easi New (Token) Tab and then click on registration option.

Type of shareholders	Login Method
	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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is 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**
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
	4) 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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.
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 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website **www.evotingindia.com**.
2. Click on "Shareholders" module.
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than Individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant <Medico Intercontinental Limited> on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

yash.ymassociates@gmail.com or mail@medicointercontinental.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **mail@medicointercontinental.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **mail@medicointercontinental.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. **For Physical shareholders -** please provide necessary details like 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 RTA of the Company at **support@purvashare.com**.
2. **For Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911.

31. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two (2) days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

33. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website on or before 2nd October, 2026 and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by him and the Company shall, simultaneously, forward the results to the concerned Stock exchange where its equity shares are listed.

By order of the Board of Directors
For Medico Intercontinental Limited

Sd/-
Puneeta Sharma
Company Secretary
Membership No.: A42989

Place : Ahmedabad
Date : August 14, 2026

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:

The following statement sets out all the material facts relating the Resolution Nos. 3 to 7 to be passed as mentioned in the accompanying Notice:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, where the annual consolidated turnover is upto Rs. 20,000 Crores, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Listed Entity, as per the last audited financial statements of the Company and shall require prior approval of Members by means of an ordinary resolution.

The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Accordingly, Resolution Nos. 3 to 7 are placed for approval of the Members of the Company.

ITEM NO. 3:

Background, details and benefits of the transaction

Oxford Pharma is a pharmaceutical manufacturing unit in which Mr. Samir Shah, Managing Director of the Company, holds a 50% ownership interest and therefore Oxford Pharma is an enterprise significantly influenced by Directors of the Company.

Our Company (Medico Intercontinental Limited) is primarily engaged in the trading of pharmaceutical products and requires timely procurement of pharmaceutical products in bulk quantities to ensure uninterrupted supply to its customers and vendors. Oxford Pharma possesses adequate manufacturing facilities, production capacity and infrastructure to meet the Company's operational requirements and quality standards.

Considering the Company's business requirements, procurement of products from Oxford Pharma enables the Company to ensure consistent availability of products, timely execution of orders and continuity of supply. Further, owing to the ownership and management involvement of the Managing Director in Oxford Pharma, the Company derives certain operational and commercial advantages, including priority in manufacturing schedules, timely delivery of goods and assured availability of products. These benefits assist the Company in efficiently servicing its customers and fulfilling commitments to its vendors within stipulated timelines.

The transactions between the Company and Oxford Pharma help streamline business operations, ensure uninterrupted availability of pharmaceutical products and support efficient management of the Company's supply chain requirements. The proposed transactions are expected to contribute to operational efficiency, business continuity and enhanced customer satisfaction.

The management has provided the Audit Committee with the relevant details of various proposed related party transactions (RPTs), including the nature of transactions, material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with Oxford Pharma for an aggregate value of Rs. 25 Crores during FY 2026-27. The Audit Committee has noted the said transactions with Oxford Pharma will be in ordinary course of business of the Company and are in the best interests of the Company and its shareholders.

The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies), and/or joint venture(s) with Oxford Pharma, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 and last updated on January 30, 2026 are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

<table>
<tr><th>S.N.</th><th>Particulars of the information</th><th colspan="2">Information provided by the management</th></tr>
<tr><td colspan="4">Part A: Minimum information of the proposed RPT</td></tr>
<tr><td colspan="4">A (1) Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td colspan="2">Oxford Pharma, a Partnership Firm</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td colspan="2">India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td colspan="2">Manufacturing of Pharmaceutical Products</td></tr>
<tr><td colspan="4">A (2) Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td colspan="2">Oxford Pharma is an Enterprise significantly influenced by the Management of the Company.
Mr. Samir D Shah, Managing Director of the Company is a 50% partner in Oxford Pharma.</td></tr>
<tr><td></td><td>Shareholding of the listed entity, whether direct or indirect, in the related party.</td><td colspan="2">NA</td></tr>
<tr><td></td><td>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.</td><td colspan="2">Not Applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td colspan="2">Nil</td></tr>
<tr><td colspan="4">A (3) Details of previous transactions with the related party</td></tr>
<tr><td rowspan="3">1.</td><td rowspan="3">Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td colspan="2">Details of the transactions by the Company with Oxford Pharma:</td></tr>
<tr><td>Nature of transactions in FY 24-25</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Purchase of Goods
Sale of Goods</td><td>953.22
470.42</td></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 colspan="2">Rs. 400 Lakhs</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 colspan="2">No</td></tr>
<tr><td colspan="4">A (4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td rowspan="3">1.</td><td rowspan="3">Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Nature of transactions</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Purchase of Goods
Sale of Goods</td><td>1500.00
1000.00</td></tr>
<tr><td>Total</td><td>2500.00</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 colspan="2">Yes</td></tr>
</table>

S.N.	Particulars of the information	Information provided by the management	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Purchase of Goods = 17.65% Sale of Goods = 11.76%	
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)	Purchase of Goods = 14.55% Sale of Goods = 14.55%	
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.	Purchase of Goods = 50.00% Sale of Goods = 33.33%	
6.	Financial performance of the related party for the immediately preceding financial year.	**Particulars for previous FY 24-25**	**Amount (Rs. in Lakhs)**
		Turnover	2464.59
		Profit After Tax	44.81
		Net worth	134.90
A (5) Basic details of proposed transactions to be approved			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	**Nature of transactions**	**Amount (in Lakhs)**
		Purchase of Goods	1500.00
		Sale of Goods	1000.00
		Total	**2500.00**
2.	Details of the proposed transaction	Purchase and Sales of Pharmaceutical Products	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year (FY 2026-27)	
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.	The aggregate value of transactions up to the aforesaid limit of Rs. 25 Crores shall apply during FY 2026-27. Approval of the Members is being sought for material RPTs for FY 2026-27.	
6.	Justification for the transaction	Please refer to, 'Background, details and benefits of the transaction', which forms part of the / explanatory statement to the Resolution No. 3.	
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.	Mr. Samir D Shah, Managing Director of the Company and Director of the Subsidiaries are 50% partner in Oxford Pharma.	
	a. Name of the director / KMP	Mr. Samir D Shah	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	50% partnership (No Shareholding)	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.	

S.N.	Particulars of the information	Information provided by the management
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		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price	The Company has considered prevailing market conditions, product quality, manufacturing capacity, delivery timelines, and commercial terms before entering into the proposed transaction. Since Oxford Pharma is an established manufacturing unit with whom the Company has an ongoing business relationship and operational advantages, including priority production and timely delivery of goods, formal bids/quotations were not invited from multiple parties for this transaction. The transaction is proposed considering the business exigencies, continuity of supply, and the overall benefit to the Company. The pricing and terms of the transaction are reviewed by the management and are considered to be at arm's length and in the ordinary course of business.
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	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 3 of the accompanying Notice to the Members for approval.

ITEM NO. 4:

Background, details and benefits of the transaction

LYF Distributor is a pharmaceutical trading firm in which Directors of one of the Wholly Owned Subsidiaries are partners therefore LYF Distributor is an enterprise significantly influenced by Directors of the Company.

LYF is the sole distributor for the products marketed by Evagrace Pharma Private Limited, the Wholly Owned Subsidiary (WOS) of the Company. Through its established distribution network, market reach, and customer base, LYF has significantly contributed towards expanding the market presence and sales volume of the products of the WOS.

Due to the active involvement and distribution efforts of LYF, the turnover and business operations of the WOS have increased substantially. The transactions are undertaken on an arm's length basis and provide commercially beneficial margins to the Company and its subsidiary.

Accordingly, the proposed RPT is considered to be in the best interests of the Company and its public shareholders as it supports business growth, enhances market penetration, increases revenue generation, and ensures efficient distribution of products in the ordinary course of business.

The management has provided the Audit Committee with the relevant details of various proposed related party transactions (RPTs), including the nature of transactions, material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all relevant information, have granted approval for entering into RPTs with LYF Distributor, for an aggregate value of Rs. 6 Crores during FY 2026-27. The Audit Committee has noted that the said transactions with LYF Distributor will be in the ordinary course of business and are in the best interests of the Company and its shareholders.

The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies), and/or joint venture(s) with LYF Distributor, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 and last updated on January 30, 2026 are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

<table>
<tr><th>S.N.</th><th>Particulars of the information</th><th colspan="2">Information provided by the management</th></tr>
<tr><td colspan="4">Part A: Minimum information of the proposed RPT</td></tr>
<tr><td colspan="4">A (1) Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td colspan="2">LYF Distributor, a Partnership Firm</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td colspan="2">India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td colspan="2">Trading of Pharmaceutical Products</td></tr>
<tr><td colspan="4">A (2) Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td colspan="2">Enterprises Significantly Influenced by Directors of the Wholly Owned Subsidiary of the Company.
Mr. Krushant Parekh, Mr. Pavankumar Varma and Mr. Yogendra Rathod, Directors of the Wholly Owned Subsidiary of the Company are partners (100%) of LYF Distributors</td></tr>
<tr><td></td><td>Shareholding of the listed entity, whether direct or indirect, in the related party.</td><td colspan="2">NA</td></tr>
<tr><td></td><td>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.</td><td colspan="2">Not Applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td colspan="2">Nil</td></tr>
<tr><td colspan="4">A (3) Details of previous transactions with the related party</td></tr>
<tr><td rowspan="3">1.</td><td rowspan="3">Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td colspan="2">Details of the transactions by the Company with LYF Distributor:</td></tr>
<tr><td>Nature of transactions in FY 24-25</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Sale of Goods</td><td>256.95</td></tr>
</table>

<table>
<tr><th>S.N.</th><th>Particulars of the information</th><th colspan="2">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 colspan="2">Rs. 100 Lakhs</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 colspan="2">No</td></tr>
<tr><td colspan="4">A (4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td rowspan="3">1.</td><td rowspan="3">Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Nature of transactions</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Sale of Goods</td><td>600.00</td></tr>
<tr><td>Total</td><td>600.00</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 colspan="2">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 colspan="2">7.06%</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 colspan="2">86.95%</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 colspan="2">100%</td></tr>
<tr><td rowspan="4">6.</td><td rowspan="4">Financial performance of the related party for the immediately preceding financial year.</td><td>Particulars for previous FY 24-25</td><td>Amount (Rs. in Lakhs)</td></tr>
<tr><td>Turnover</td><td>261.54</td></tr>
<tr><td>Profit After Tax</td><td>-2.13</td></tr>
<tr><td>Net worth</td><td>17.22</td></tr>
<tr><td colspan="4">A (5) Basic details of proposed transactions to be approved</td></tr>
<tr><td rowspan="3">1.</td><td rowspan="3">Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Nature of transactions</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Sale of Goods</td><td>600.00</td></tr>
<tr><td>Total</td><td>600.00</td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td colspan="2">Sales of Pharmaceutical Products</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="2">1 Year</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td colspan="2">Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year.</td><td colspan="2">The aggregate value of transactions up to the aforesaid limit of Rs. 6 Crores shall apply during</td></tr>
</table>

S.N.	Particulars of the information	Information provided by the management
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 2026-27. Approval of the Members is being sought for material RPTs for FY 2026-27.
6.	Justification for the transaction	Please refer to, 'Background, details and benefits of the transaction', which forms part of the / explanatory statement to the Resolution No. 4.
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	No promoter(s) / Director(s) / Key Managerial Personnel of the listed entity have any interest in the transaction. Directors of the Subsidiary Company are partners of LYF Distributors; therefore, indirect interest is there.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
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		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price	The Company evaluated the distribution capabilities, market reach, existing customer network, operational efficiency, and commercial terms before entering into the proposed transaction. LYF has an established distribution network and proven track record in marketing and distributing the products of Evagrace Pharma Private Limited, which has significantly contributed to the growth in turnover of the WOS. Considering the existing business relationship, operational efficiency, and continuity of business operations, formal bids/ quotations were not invited from multiple distributors for the proposed transaction. The transaction is proposed in the ordinary course of business and on an arm's length basis, and the pricing/commercial terms are reviewed and approved by the management to ensure that they are fair and beneficial to the Company and its public shareholders.
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	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 4 of the accompanying Notice to the Members for approval.

ITEM NO. 5:

Background, details and benefits of the transaction

Medico LAB is a pharmaceutical trading firm in which Company is a 50% partner and therefore Medico LAB is a Joint Venture of the Company.

Medico LAB is a Joint Venture entity of the Company having an established market presence and its own customer base for pharmaceutical products. In addition to its own products, Medico LAB is also engaged in marketing and selling the Company's products through its existing distribution and sales network.

Through this arrangement, the Company is able to expand its market reach, increase product penetration, and enhance sales opportunities in regions and customer segments serviced by Medico LAB. The transaction also enables the Company to achieve better business volumes and operational synergies.

The proposed transactions are undertaken on an arm's length basis and provide commercially viable margins to the Company.

Accordingly, the proposed RPT is considered to be in the best interests of the Company and its public shareholders as it contributes towards revenue growth, improved market access, and overall profitability of the Company in the ordinary course of business.

The management has provided the Audit Committee of the Directors ("Audit Committee") with the relevant details of various proposed related party transactions (RPTs), including the nature of transactions, material terms and basis of pricing. The Audit Committee, after reviewing the relevant information, has approved the proposed transactions, for an aggregate value of Rs. 6 Crores during FY 2026-27. The Audit Committee has noted that the said transactions are in the ordinary course of business and are in the best interests of the Company and its shareholders.

The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies), and/or joint venture(s) with Medico LAB, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 and last updated on January 30, 2026 are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S.N.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A (1) Basic details of the related party		
1.	Name of the related party	Medico LAB, a Partnership Firm
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading of Pharmaceutical Products
A (2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related	Enterprises Significantly Influenced by Directors of the Company

S.N.	Particulars of the information	Information provided by the management
	party – including nature of its concern (financial or otherwise) and the following:	The Company is holding 50% partnership in Medico LAB
	Shareholding of the listed entity, whether direct or indirect, in the related party.	NA
	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.	50%
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil
A (3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Details of the transactions by the Company with Medico LAB: **Nature of transactions in FY 24-25** – **Amount (in Lakhs)** Purchase of Goods – 8.49 Sale of Goods – 308.16 Interest Income – 12.34
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.	Purchase of Goods = 10 Lakhs Sale of Goods = 7.5 Lakhs
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
A (4) Amount of the proposed transactions *(All types of transactions taken together)*		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	**Nature of transactions** – **Amount (in Lakhs)** Purchase of Goods – 100.00 Sale of Goods – 450.00 Interest Income – 50.00 **Total** – **600.00**
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.	Purchase of Goods = 1.17% Sale of Goods = 5.29% Interest Income = 0.60%
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)	Purchase of Goods = 0.60% Sale of Goods = 7.27% Interest Income = 0.90%

S.N.	Particulars of the information	Information provided by the management
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.	Purchase of Goods = 16.86% Sale of Goods = 75.88% Interest Income = 8.43%
6.	Financial performance of the related party for the immediately preceding financial year.	**Particulars for previous FY 24-25** — **Amount (Rs. in Lakhs)** Turnover — 564.19 Profit After Tax — 20.40 Net worth — 309.10
A (5) Basic details of proposed transactions to be approved		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	**Nature of transactions** — **Amount (in Lakhs)** Purchase of Goods — 100.00 Sale of Goods — 450.00 Interest Income — 50.00 **Total** — **600.00**
2.	Details of the proposed transaction	Purchase & Sale of Pharmaceuticals Products and Interest Income on Invested Capital
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
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.	The aggregate value of transactions up to the aforesaid limit of Rs. 6 Crores shall apply during FY 2026-27. Approval of the Members is being sought for material RPTs for FY 2026-27.
6.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction', which forms part of the explanatory statement to the Resolution No. 5.
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	NA
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
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		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA

S.N.	Particulars of the information	Information provided by the management
2.	Basis of determination of price	The Company evaluated the business credentials, market reach, customer base, operational capabilities, and commercial terms of Medico LAB before entering into the proposed transaction. Considering the strategic business relationship, operational synergies, and the established distribution network of Medico LAB for marketing and selling the Company's products, formal bids/ quotations were not invited from multiple parties for the proposed transaction. The transaction is undertaken in the ordinary course of business and on an arm's length basis. The pricing and commercial terms are periodically reviewed by the management to ensure that the transactions are fair, commercially reasonable, and in the best interests of the Company and its public shareholders.
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	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA
B (3) Disclosure only in case of transactions relating to investment made by the Listed entity or its Subsidiary *(including interest income received from the investment made)*		
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.*	NA
2.	Where any financial indebtedness is incurred to make investment, 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	NA
3.	Purpose for which funds shall be utilized by the investee company.	NA
4.	Material terms of the proposed transaction	Interest on capital contributed by the Company to the partnership firm (Medico LAB), payable at the rate of 12% per annum (or such lower rate as may be permissible under the partnership deed and applicable law), on the outstanding capital contribution, in accordance with the terms of the partnership deed.

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 5.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 5 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 5 of the accompanying Notice to the Members for approval.

ITEM NO. 6:

Background, details and benefits of the transaction

Calborn Lifescience Private Limited, Subsidiary of the Company in which Company holds 51% stake.

The proposed Related Party Transactions ("RPTs") are in the ordinary course of business and are undertaken on an arm's length basis. The holding company acts as the sole selling agent for the subsidiary, facilitating the marketing and sale of the subsidiary's products.

Entering into such transactions enables the subsidiary to leverage the holding company's established market presence, distribution network, customer relationships, and operational expertise, thereby enhancing business efficiency, revenue generation, and overall commercial growth. Accordingly, the proposed RPTs are considered to be in the best interests of the listed entity and its public shareholders.

The management has provided the Audit Committee of Directors ("Audit Committee") with the relevant details of various proposed related party transactions (RPTs), including the nature of transactions, material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all relevant information, have granted approval for entering into RPTs with Calborn Lifescience Private Limited for an aggregate value upto Rs. 130 Crores during FY 2026-27. The Audit Committee has noted that the said transactions with Calborn Lifescience Private Limited will be in the ordinary course of business and are in the best interests of the Company and its shareholders.

The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies), and/or joint venture(s) with Calborn Lifescience Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 and last updated on January 30, 2026 are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S.N.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A (1) Basic details of the related party		
1.	Name of the related party	Calborn Lifescience Private Limited, Subsidiary of the Company
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of API (Cholecalciferol – Vitamin D3)
A (2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Subsidiary The Company is holding 51% stake in Calborn Lifescience Private Limited

<table>
<tr><th>S.N.</th><th>Particulars of the information</th><th colspan="2">Information provided by the management</th></tr>
<tr><td></td><td>Shareholding of the listed entity, whether direct or indirect, in the related party.</td><td colspan="2">51%</td></tr>
<tr><td></td><td>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.</td><td colspan="2">Not Applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td colspan="2">Nil</td></tr>
<tr><td colspan="4">A (3) Details of previous transactions with the related party</td></tr>
<tr><td rowspan="3">1.</td><td rowspan="3">Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td colspan="2">Details of the transactions by the Company with the Subsidiary:</td></tr>
<tr><td>Nature of transactions in FY 24-25</td><td>Amount (in Lakhs)</td></tr>
<tr><td colspan="2">Not Applicable as this is the first-year post Calborn Lifescience Private Limited became Subsidiary of the Company.</td></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 colspan="2">Purchase of Goods = 400 Lakhs
Sale of Goods = 100 Lakhs
Loan Given = 500 Lakhs</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 colspan="2">No</td></tr>
<tr><td colspan="4">A (4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td rowspan="7">1.</td><td rowspan="7">Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Nature of transactions</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Purchase of Goods</td><td>5500.00</td></tr>
<tr><td>Sale of Goods</td><td>1000.00</td></tr>
<tr><td>Loan Given</td><td>5000.00</td></tr>
<tr><td>Interest Income</td><td>500.00</td></tr>
<tr><td>Investment</td><td>1000.00</td></tr>
<tr><td>Total</td><td>13000.00</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 colspan="2">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 colspan="2">Purchase of Goods = 64.71%
Sale of Goods = 11.76%
Loan given = 58.82%
Interest Income = 5.88%
Investment = 11.76%</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 colspan="2">Purchase of Goods = 100%
Sale of Goods = 18.18%
Loan given = 90.90%
Interest Income = 9.09%
Investment = 18.18%</td></tr>
</table>

<table>
<tr><th>S.N.</th><th>Particulars of the information</th><th>Information provided by the management</th></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>Purchase of Goods = 550.00%
Sale of Goods = 100.00%
Loan given = 500.00%
Interest Income = 50.00%
Investment = 100.00%</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 for previous FY 24-25</th><th>Amount (Rs. in Lakhs)</th></tr><tr><td colspan="2">Not Applicable as this is the first-year post Calborn Lifescience Private Limited became Subsidiary of the Company.</td></tr></table></td></tr>
<tr><td colspan="3">A (5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td><table><tr><th>Nature of transactions</th><th>Amount (in Lakhs)</th></tr><tr><td>Purchase of Goods</td><td>5500.00</td></tr><tr><td>Sale of Goods</td><td>1000.00</td></tr><tr><td>Loan Given</td><td>5000.00</td></tr><tr><td>Interest Income</td><td>500.00</td></tr><tr><td>Investment</td><td>1000.00</td></tr><tr><td>Total</td><td>13000.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>As mentioned above</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>1 Year</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>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.</td><td>The aggregate value of transactions up to the aforesaid limit of Rs. 130 Crores shall apply during FY 2026-27. Approval of the Members is being sought for material RPTs for FY 2026-27.</td></tr>
<tr><td>6.</td><td>Justification for the transaction</td><td>Please refer to 'Background, details and benefits of the transaction', which forms part of the explanatory statement to the Resolution No. 6.</td></tr>
<tr><td>7.</td><td>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</td><td>NA</td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>NA</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>All relevant information forms a part of this disclosure setting out requisite facts.</td></tr>
<tr><td colspan="3">Part B: Additional Information</td></tr>
<tr><td colspan="3">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</td></tr>
<tr><td>1.</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td>NA</td></tr>
</table>

S.N.	Particulars of the information	Information provided by the management
2.	Basis of determination of price	Since the holding company is acting as the sole selling agent of the subsidiary, competitive bids / quotations were not invited for the proposed transaction. The arrangement is based on the long-standing business relationship, operational synergies, and the holding company's established distribution and marketing network, which enables efficient sales facilitation for the subsidiary. Accordingly, no separate bidding process was undertaken for the proposed transaction.
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	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA
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**	
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.*	Internal arrangements by the Company through trade receivables or any other business funds generated internally.
2.	Where any financial indebtedness is incurred to make investment, 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	Not Applicable
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*	10.00% p.a. to 12.00 % p.a.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12.00% p.a
5.	Maturity / due date	Repayable on demand
6.	Repayment schedule & terms	Repayable on demand

S.N.	Particulars of the information	Information provided by the management
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.	Business purpose mainly working capital requirements.
B (3)	**Disclosure only in case of transactions relating to investment made by the Listed entity or its Subsidiary** *(including interest income received from the investment made/ inter corporate loan provided)*	
1.	Source of funds in connection with the proposed funds transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	As may be determined at the time of taking funds.
2.	Where any financial indebtedness is incurred to make investment, 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	As may be determined at the time of taking funds.
3.	Purpose for which funds shall be utilized by the investee company.	Principle business activities.
4.	Material terms of the proposed transaction	As may be determined at the time of taking funds.
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.**	
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity? Yes or No	Bank guarantee to the Mehsana Urban Bank of the Subsidiary Company. Yes
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.	NA
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.	Upto an amount of Rs. 28.91 Cr

S.N.	Particulars of the information	Information provided by the management
	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.	
C (1) Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.		
1.	Latest credit rating of the related party. *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	Subsidiary has initiated process with Crisil for obtaining credit rating and the same is under Process.
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	NA
C (2) Disclosure only in case of material transactions relating to any investment made by the listed entity or its subsidiary.		
1.	Latest credit rating of the related party Note: 1. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any 2. This shall be applicable in case of investment in debt securities	Subsidiary has initiated process with Crisil for obtaining credit rating and the same is under Process.
	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable
C (3) Disclosure only in case of transactions relating to any 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.		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an	Under process of obtaining credit rating.

S.N.	Particulars of the information	Information provided by the management
	impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party *Note:* *a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-26 FY 2024-25 FY 2023-24	Going concern in current FY (The entity became a subsidiary of the Company during the current financial year; accordingly, the going concern assessment is applicable from the current financial year.)
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, 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 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.	Upto an amount of Rs. 28.91 Cr
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable

S.N.	Particulars of the information	Information provided by the management
	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.	The proposed Related Party Transactions ("RPTs") are in the ordinary course of business and are undertaken on an arm's length basis. The holding company acts as the sole selling agent for the subsidiary, facilitating the marketing and sale of the subsidiary's products. Entering into such transactions enables the subsidiary to leverage the holding company's established market presence, distribution network, customer relationships, and operational expertise, thereby enhancing business efficiency, revenue generation, and overall commercial growth. Accordingly, the proposed RPTs are considered to be in the best interests of the listed entity and its public shareholders.

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 6.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 6 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 6 of the accompanying Notice to the Members for approval.

ITEM NO. 7:

Background, details and benefits of the transaction

Mr. Samir D Shah, Managing Director of the Company. The Company proposes to enter into the Related Party Transactions ("RPTs") with Mr. Samir Shah, Managing Director of the Company, considering his significant contribution towards the growth and operations of the Company and its subsidiary.

The proposed transactions are in the best interests of the Company and its public shareholders as they facilitate efficient business operations, strategic decision-making, and overall business growth.

Further, the said transactions are undertaken in the ordinary course of business and are conducted on an arm's length basis, ensuring that the terms are comparable to those prevailing in similar transactions with unrelated parties. The management have reviewed the proposed arrangements and is of the view that the transactions are fair, commercially beneficial, and aligned with the long-term growth objectives of the Company and its subsidiary, thereby safeguarding the interests of the public shareholders.

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed related party transactions (RPTs), including the nature of transactions, material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all relevant information, have granted approval for entering into RPTs with Mr. Samir D Shah for an aggregate value upto Rs. 18.50 Crores during FY 2026-27. The Audit Committee has noted that the said transactions with Mr. Samir D Shah will be in the ordinary course of business and are in the best interests of the Company and its shareholders.

The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and/or its subsidiary(ies), wholly owned subsidiary(ies), and/or joint venture(s) with Mr. Samir D Shah, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 and last updated on January 30, 2026 are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

<table>
<tr><th>S.N.</th><th>Particulars of the information</th><th colspan="2">Information provided by the management</th></tr>
<tr><td colspan="4">Part A: Minimum information of the proposed RPT</td></tr>
<tr><td colspan="4">A (1) Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td colspan="2">Mr. Samir D Shah</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td colspan="2">India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td colspan="2">Pharmaceutical and Real estate Industry</td></tr>
<tr><td colspan="4">A (2) Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td colspan="2">Managing Director of the Company holding 46.40% shares in the Company</td></tr>
<tr><td></td><td>Shareholding of the listed entity, whether direct or indirect, in the related party.</td><td colspan="2">Not Applicable</td></tr>
<tr><td></td><td>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.</td><td colspan="2">Not Applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td colspan="2">46.40%</td></tr>
<tr><td colspan="4">A (3) Details of previous transactions with the related party</td></tr>
<tr><td rowspan="4">1.</td><td rowspan="4">Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td colspan="2">Details of the transactions by the Company with the Subsidiary:</td></tr>
<tr><td>Nature of transactions in FY 24-25</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Remuneration paid
Rent paid
Interest paid</td><td>60.00
4.80
0.52</td></tr>
<tr><td>TOTAL</td><td>65.32</td></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 colspan="2">Remuneration = 15 Lakhs
Rent = 1.20 Lakhs</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 colspan="2">No</td></tr>
<tr><td colspan="4">A (4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td rowspan="6">1.</td><td rowspan="6">Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Nature of transactions</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Remuneration paid</td><td>240.00</td></tr>
<tr><td>Rent paid</td><td>10.00</td></tr>
<tr><td>Interest paid</td><td>100.0</td></tr>
<tr><td>Loan taken</td><td>1500.00</td></tr>
<tr><td>Total</td><td>1850.00</td></tr>
</table>

MEDICO INTERCONTINENTAL LTD.

<table>
<tr><th>S.N.</th><th>Particulars of the information</th><th colspan="2">Information provided by the management</th></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 colspan="2">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 colspan="2">Remuneration paid = 2.82%
Rent paid = 0.12%
Interest paid = 1.18%
Loan taken = 17.65%</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 colspan="2">Remuneration paid = 4.36%
Rent paid = 1.09%
Interest paid = 18.18%
Loan taken = 27.27%</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 colspan="2">NA</td></tr>
<tr><td rowspan="2">6.</td><td rowspan="2">Financial performance of the related party for the immediately preceding financial year.</td><td>Particulars for previous FY 24-25</td><td>Amount (Rs. in Lakhs)</td></tr>
<tr><td colspan="2">Related party being Individual, these figures are not applicable</td></tr>
<tr><td colspan="4">A (5) Basic details of proposed transactions to be approved</td></tr>
<tr><td rowspan="6">1.</td><td rowspan="6">Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Nature of transactions</td><td>Amount (in Lakhs)</td></tr>
<tr><td>Remuneration paid</td><td>240.00</td></tr>
<tr><td>Rent paid</td><td>10.00</td></tr>
<tr><td>Interest paid</td><td>100.00</td></tr>
<tr><td>Loan taken</td><td>1500.00</td></tr>
<tr><td>Total</td><td>1850.00</td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td colspan="2">As mentioned above</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="2">1 Year</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td colspan="2">Yes</td></tr>
<tr><td>5.</td><td>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.</td><td colspan="2">The aggregate value of transactions up to the aforesaid limit of Rs. 18.50 Crores shall apply during FY 2026-27. Approval of the Members is being sought for material RPTs for FY 2026-27.</td></tr>
<tr><td>6.</td><td>Justification for the transaction</td><td colspan="2">Please refer to, 'Background, details and benefits of the transaction', which forms part of the explanatory statement to the Resolution No. 7.</td></tr>
<tr><td>7.</td><td>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</td><td colspan="2">Mr. Samir D Shah, Managing Director, holding 46.40% shares in the Company.

Mr. Samir D Shah
NA</td></tr>
</table>

S.N.	Particulars of the information	Information provided by the management
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
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		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price	Considering the nature of the transaction and the involvement of Mr. Samir Shah, Managing Director of the Company, the services/transactions are of a specialized and strategic nature and are closely linked to the operational requirements of the Company and its subsidiary. Accordingly, comparative bids/quotations from external parties were not considered feasible. However, the Audit Committee and the Board have reviewed the terms of the proposed transaction and confirmed that the same are at arm's length, in the ordinary course of business, and comparable with prevailing market practices. The transaction is considered commercially beneficial and in the best interest of the Company and its public shareholders.
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	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA
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		
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.	Not Applicable as Loan and advances not given by the listed entity, instead Loan will be provided by Mr. Samir D Shah to Company, if required
2.	Where any financial indebtedness is incurred to make investment, 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	Not Applicable

S.N.	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	10.00% p.a. to 12.00% p.a.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not Applicable
5.	Maturity / due date	Not Applicable
6.	Repayment schedule & terms	Not Applicable
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.	Business purpose mainly working capital requirements.
C (1) Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.		
1.	Latest credit rating of the related party. *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	NA
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	NA

S.N.	Particulars of the information	Information provided by the management
C (2) Disclosure only in case of material transactions relating to any investment made by the listed entity or its subsidiary.		
1.	Latest credit rating of the related party Note: 3. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any 4. This shall be applicable in case of investment in debt securities	Not Applicable
	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 7.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 7 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 7 of the accompanying Notice to the Members for approval.

By order of the Board of Directors
For Medico Intercontinental Limited

Sd/-
Puneeta Sharma
Company Secretary
Membership No.: A42989

Place : Ahmedabad
Date : August 14, 2026

Details of Director Seeking Re-appointment at the Annual General Meeting

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking appointment / reappointment:

Name of the Director	**Swati Jay Shah**
DIN	08420884
Nationality	Indian
Date of Appointment on Board	29/05/2019
Qualification	LLM and PhD in Law
Shareholding in company	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NA
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	-
Remuneration paid or sought to be paid	-
Relationship with other Directors/KMP	Wife of Mr. Jay Shah, CFO of the Company.
Nature of Expertise	Mrs. Swati Shah, aged 33 years, is having LLM and PhD in Law and having an experience of Legal field which will be helpful for the Company in case of any legal matters which may arise in future.
Brief Resume	Mrs. Swati Shah, aged 33 years, is having LLM and PhD in Law and having an experience of Legal field.
Skills and Capabilities of an Independent Director required for the role and the manner in which the person meets such requirements	-

By order of the Board of Directors
For Medico Intercontinental Limited

Sd/-
Puneeta Sharma
Company Secretary
Membership No.: A42989

Place : Ahmedabad
Date : August 14, 2026