

February 27, 2024

The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001.

Ref: Scrip Code No. 526853

Sub: Notice of Postal Ballot

Dear Sir/Madam,

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and all other applicable provisions and further to the outcome of meeting of the Board of Directors held on February 26, 2024, we are enclosing herewith the Notice of Postal Ballot for seeking approval of Members for Appointment of Directors.

Date of events relevant to Postal Ballot are as below:

Cut-off date for determining members eligible to receive the Notice of Postal Ballot and cast vote	Friday, 23rd February, 2024
Date of dispatch of notice of Postal Ballot through electronic mode	Tuesday, 27th February, 2024
E-voting start date & time	Wednesday, 28th February, 2024 09:00 AM (IST)
E-voting end date & time	Thursday, 28th March, 2024 05:00 PM (IST)
Results of Postal Ballot will be declared on or before	1st April, 2024

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at www.bilcare.com and on the website of Link Intime India Pvt. Ltd.: www.linkintime.co.in.

Thanking you

Yours faithfully,
For Bilcare Limited


Sagar R. Baheti
Company Secretary



Encl : As above

Bilcare Research

Bilcare Limited
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Pune 410 505, India Phone: +91 2135 647501
Website: www.bilcare.com Email: cs@bilcare.com
CIN: L28939PN1987PLC043953

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

VOTING STARTS ON	VOTING ENDS ON
Wednesday, February 28, 2024 at 9:00 Hours (IST)	Thursday, March 28, 2024 at 17:00 Hours (IST)

Notice is hereby given that pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No.11/2022 dated December 28, 2022 and General Circular No.9/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("**MCA Circulars**"), read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members of the Company through postal ballot by remote e-voting process only ("**E-Voting**").

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto

SPECIAL BUSINESS

1. To appoint Mr. Pramod Toshniwal (DIN 10441634) as a Non-Executive Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Pramod Toshniwal (DIN 10441634) who was appointed as an Additional Director in the Independent Category by the Board of Directors of the Company, in its meeting held on 29th December, 2023 and who holds office only for a period of 3 (Three) Months as per the provisions of Listing Regulations, and who qualifies for being appointed as an Independent Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom, the Company has received a notice in writing from a member recommending his name as Independent Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (Two) consecutive years from the date of his appointment by the Board of Directors i.e. from December 29, 2023 to December 28, 2025.

RESOLVED FURTHER THAT Mr. Shreyans Bhandari, Managing Director of the Company or any other director of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

2. To appoint Dr. Abhigyan Upadhyay, (DIN 07267470) as an Executive Director of the Company and to fix his remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 200, 202 and 203 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents, permissions, approvals, if any required from any appropriate authority, and pursuant to the recommendation made by the Nomination and Remuneration Committee ("NRC") Dr. Abhigyan Upadhyay (DIN: 07267470) who was appointed as an Additional Director in the Executive Category by the Board of Directors of the Company, in its meeting held on 29th December, 2023 and who holds office only for a period of 3 (Three) Months as per the provisions of Listing Regulations, and in respect of whom, the Company has received a notice in writing from a member recommending his name as Director of the Company be and is hereby appointed as the Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Abhigyan Upadhyay (DIN: 07267470) be and is hereby appointed as a Whole Time Director of the Company and designated as Executive Director for a term of 2 (Two) years with effect from 29th December, 2023 and upto 28th December, 2025 liable to retire by rotation, at the following remuneration including other benefits and subject to the conditions as set out herein below:

Remuneration: Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.

1. Perquisites: In addition to the above, Dr. Abhigyan Upadhyay shall be entitled to perquisites which shall include Leave Travel Assistance for self, Premium on group personal accident Insurance, Group Medclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.
2. Performance linked incentives: Dr. Abhigyan Upadhyay shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target along with other terms and conditions set forth in the explanatory statement annexed hereto, with the authority to the Board/NRC to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Dr. Abhigyan Upadhyay, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the total Remuneration and above-mentioned Perquisites and Performance linked incentives taken together shall not exceed Rs.75,00,000/- (Rupees Seventy Five Lakh only) per annum.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the currency of tenure of the appointment, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Executive Director.

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded for payment of Remuneration & performance incentives to the Executive Director.

RESOLVED FURTHER THAT any member of the Board of Directors and the Chief Executive Officer of the Company be and are hereby singly authorised to do all acts, deeds, matters and things as may be considered desirable or expedient to give effect to this Resolution.”

**By Order of the Board of Directors
For Bilcare Limited**

**Shreyans Bhandari
Chairman & Managing Director
[DIN: 07737337]**

Place: Pune
Date: 26 February 2024

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 read with Section 110 of the Companies Act, 2013 along with the details in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Special Business mentioned in item Nos. 1 & 2 of the Notice is appended and forms part of the Notice.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/Record of Depositories as on Friday, February 23, 2024 (Cut-off date). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
3. As per the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.bilcare.com, websites of Stock Exchange at www.bseindia.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited.
5. As per the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 23, 2024 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per one Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, February 23, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by Link Intime India Pvt. Ltd. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. M/s. Ghatpande & Ghatpande Associates (having Firm Registration No. P2019MH077200 and Peer Review No.: 4537/2023) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Instructions for E-Voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process from 9:00 Hours (IST) on Wednesday, February 28, 2024 to 17:00 Hours (IST) on Thursday, March 28, 2024 to be eligible for being considered, failing which it will be considered that no response has been received from the shareholder.

11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, within two working days from the closure of e-voting and will also be displayed on the website of the Company at www.bilcare.com in besides being communicated to the Stock Exchanges.
12. The resolutions, if passed with the requisite majority, shall be deemed to have been passed on Thursday, March 28, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
13. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the resolution has been carried or not, along with the Scrutinizer's report will be displayed for at least three days on the notice board of the Company at the registered office of the Company and on the website of the Company.
14. All the material documents referred to in the explanatory statement will be available for inspection electronically. Members seeking to inspect such documents can send an email to cs@bilcare.com.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

- a) Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<p>1. Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.</p> <p>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.</p> <p>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</p> <p>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.</p>

<p>2. Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.</p>
<p>3. Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once 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.</p>
<p>4. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<p>Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -</p> <p>User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>Click "confirm" (Your password is now generated)</p> <p>Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>E-voting page will appear.</p> <p>Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>

5. Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

6. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**' Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

7. Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

***Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

***Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the ('**FAQs**') and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000. InstaVote Support Desk, Link Intime India Private Limited

Bilcare Research

Bilcare Limited

Regd. Office: 1028, Shirol, Rajgurunagar,
Pune 410 505, India Phone: +91 2135 647501
Website: www.bilcare.com Email: cs@bilcare.com
CIN: L28939PN1987PLC043953

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 2

Item No. 1

To appoint Mr. Pramod Toshniwal (DIN: 10441634) as Independent Director of the Company

Mr. Pramod Toshniwal is a commerce graduate with over Four decades of rich experience in the field of accounting, taxation and administration.

Taking into consideration the background, vast experience and other relevant factors and based on the criteria, desired attributes, the skills and capabilities required for the role as finalized by the Nomination and Remuneration Committee for selection of Independent Director and as recommended by the Nomination and Remuneration Committee (NRC) keeping in view the expertise of Mr. Pramod Toshniwal which are aligned to the roles and capabilities identified by NRC, the Board of Directors at its meeting held on December 29, 2023 after receiving the consent to act as Independent Director, approved the appointment of Mr. Pramod Toshniwal (DIN: 10441634) as Independent Director of the Company for a period of two (2) years i.e., from December 29, 2023 to December 28, 2025 subject to the consent of members.

As per Regulation 17(1)(C) of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As the forthcoming Annual General Meeting is not scheduled recently, so as to comply with the requirement of approval of the shareholders within a period of three months from the date of appointment, this Special Resolution is recommended for the approval of the shareholders which is being obtained through Postal Ballot within a period of three months from the date of appointment.

The Company has received notices in writing from members for the candidature of Mr. Pramod Toshniwal as Independent Director on the Board of the Company.

For additional information relating to Mr. Pramod Toshniwal, members are requested to refer to the section on "Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 26, 2024".

Except Mr. Pramod Toshniwal, no other Director or Key Managerial Personnel or their relatives is/are concerned or interested in the said item of business.

The Board accordingly, recommends the Special Resolution as set out in Item No.1 of the Postal Ballot Notice for approval of the members.

Item No. 2

To appoint Dr. Abhigyan Upadhyay, (DIN 07267470) as an Executive Director of the Company

Dr. Abhigyan Upadhyay is associated with the Company for the more than 15 years and he is looking after all the functional operations of the GCS Division of the Company including but not limited to Production, Financial, Domestic and International Marketing, Exports, Imports, etc.

Based on the performance evaluation and as recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on December 29, 2023, after receiving consent to act as Executive Director, approved the appointment and remuneration payable to Dr. Abhigyan Upadhyay (DIN: 07267470) as Executive Director of the Company for a period of two (2) years with effect from December 29, 2023 to December 28, 2025 subject to the consent of members.

As per Regulation 17(1)(C) of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As the forthcoming Annual General Meeting is not scheduled recently, so as to comply with the requirement of approval of the shareholders within a period of three months from the date of appointment, this Special Resolution is recommended for the approval of the shareholders which is being obtained through Postal Ballot within a period of three months from the date of appointment.

For additional information relating to Dr. Abhigyan Upadhyay members are requested to refer to the section on "Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 26, 2024.

Except Dr. Abhigyan Upadhyay, no other Director or Key Managerial Personnel or their relative is/are concerned or interested in the said item of business.

The Board accordingly recommends the Special Resolution as set out in Item No. 2 of the Postal Ballot Notice for approval of the members.

(To be read with Item Nos. 1 & 2 of the Notice)

Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated 26 February, 2024 is as follows:

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr. Pramod Toshniwal	Dr. Abhigyan Upadhyay
DIN	10441634	07267470
Date of Birth	24/05/1959	02/10/1974
Age	64 years	49 years
Date of first appointment	29 December 2023	29 December 2023
Terms & conditions of appointment	As mentioned in the resolution and explanatory statement at Item No. 2 of the notice.	As mentioned in the resolution and explanatory statement at Item No. 2 of the notice.
Qualification	Commerce Graduate	Bachelors and Masters in Life Sciences from Agra University and a Ph.D. in Biomedical Sciences from Delhi University, India, MBA in Finance from Symbiosis: 2013, Masters in Business Law from National Law University, Bengaluru: 2015, Chartered Financial Analyst, Level 3 from New York, USA: 2018 and M.Tech. in Environmental Engineering from BITS Pilani, 2022.
Experience / Expertise in functional field and brief resume	Mr. Pramod Toshniwal is a commerce graduate with over Four decades of rich experience in the field of accounting, taxation and administration.	Dr. Abhigyan Upadhyay has 7 international and national research publications and is an invited speaker at a host of international healthcare and technology conferences in Canada, USA, Ireland, Germany, UK, Argentina and Brazil. He is also associated as Visiting faculty/expert with several leading Institutions like Symbiosis, MIT Pune; where he teaches and mentors the future leaders of the world. Dr. Abhigyan Upadhyay also mentors over a dozen startups in diverse technology sectors encompassing Healthcare, Cleantech and Defencetech. He contributes in the continuous development of healthcare initiatives as a technical and business consultant to a host of leading global organizations.
No. of Shares held in the Company	1500	Nil
No. of Board Meetings attended since appointment	4	4
Remuneration sought to be paid / last drawn, if any	As an Independent Director he is entitled to receive sitting fees only.	As mentioned in the resolution and explanatory statement at Item No. 2 of the notice.
Other Directorships in listed Companies	Nil	Nil
Chairmanship / Membership of Committees of other Companies	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	NIL	NIL