



EMCURE PHARMACEUTICALS LIMITED

Registered and Corporate Office: Plot No. P-1 and P-2, IT-BT Park, Phase II,
M.I.D.C., Hinjawadi, Pune 411 057, Maharashtra, India

Tel: +91 20 3507 0033, +91 20 3507 0000; E-mail: investors@emcure.com;

Website: www.emcure.com

Corporate Identity Number: L24231PN1981PLC024251

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed for approval by the Members of Emcure Pharmaceuticals Limited (**"the Company"**) by means of Postal Ballot, only through remote e-voting process (**"e-voting"**), being provided by the Company to all its Members to cast their votes electronically from Sunday, November 24, 2024 (9:00 a.m. IST) up to Monday, December 23, 2024 (5:00 p.m. IST), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act read with its Rules, General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, and 09/2023 dated September 25, 2023, read with other relevant circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) read with Securities and Exchange Board of India (**"SEBI"**) Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (**"SEBI Master Circular"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*).

SPECIAL BUSINESS:

1. Amendment and ratification of "Emcure - Employee Stock Option Scheme 2013" of the Company:

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (**"Act"**) read with Rules made thereunder, and other applicable provisions of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, read with all circulars and notifications issued thereunder (**"SEBI (SBEB & SE) Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (**"SEBI"**), the BSE Limited and National Stock Exchange of India Limited (**"Stock Exchanges"**) where the Equity Shares of Emcure Pharmaceuticals Limited (**"the Company"**) are listed and such other laws, rules and regulations (*including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force*) as may be applicable (**"Applicable Laws"**), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, **Emcure - Employee Stock Option Scheme 2013** (**"Emcure ESOS 2013"** or **"Scheme"**) of the Company, as originally formulated and approved by the Board of Directors and the Members on June 05, 2013 and June 14, 2013, respectively, and prior to the listing of Equity Shares of the Company on the Stock Exchanges consequent to the Initial Public Offer (**"IPO"**) by the Company, amended by the Board and ratified by the Members of the Company on December 11, 2023, be and is hereby approved for amendment in line with the provisions of SEBI (SBEB & SE) Regulations including increase in the aggregate pool size of employee stock options (**"ESOPs"**) to 94,54,917 (Ninety Four Lacs Fifty Four Thousand Nine Hundred and Seventeen) ESOPs representing 5% of the existing paid-up capital of the Company in pursuance of Emcure ESOS 2013, for grant of ESOPs to the eligible employees defined under the Scheme from time to time and ratified within the meaning of Regulation 12 of SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed

hereto, along with the consent accorded to the Board of Directors of the Company (“**Board**” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), being authorised to create, offer, issue, allot ESOPs and to grant ESOPs to the eligible employees in accordance with Emcure ESOS 2013 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority of the Board to create, offer, grant, issue and allot upto 94,54,917 ESOPs, exercisable into 94,54,917 Equity Shares of face value of ₹10/- (Indian Rupees Ten) each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees, whether working in India or out of India, present or future, not exceeding 5% of the paid-up capital of the Company, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the eligible employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the Applicable Laws and regulations in force, be and is hereby approved.

RESOLVED FURTHER THAT the authority granted to the Board of the Company to grant ESOPs pursuant to Emcure ESOS 2013, be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and / or the Board of the Company, be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with Emcure ESOS 2013 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating this resolution, the Board / the Nomination and Remuneration Committee of the Board, be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc. including preferential allotment of shares or qualified institutional placements, requisite adjustments (which may include adjustments to the number of options in Emcure ESOS 2013) shall be appropriately made, in a fair and reasonable manner in accordance with Emcure ESOS 2013.

RESOLVED FURTHER THAT authority granted to any Director or Key Managerial Personnel of the Company, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution, be and is hereby ratified.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

2. Ratification of extension of benefits under “Emcure - Employee Stock Option Scheme 2013” of the Company to the employees of a group company including a subsidiary or associate company of the Company, in India or outside India:

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

“**RESOLVED THAT** pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“**Act**”) read with Rules made thereunder and other applicable provisions of the Act and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, read with all circulars and notifications issued thereunder (“**SEBI (SBEB & SE) Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the Equity Shares of Emcure Pharmaceuticals Limited (“**the Company**”) are listed and such other

laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“**Applicable Laws**”), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the extension of benefits of **Emcure - Employee Stock Option Scheme 2013 (“Emcure ESOS 2013”)** of the Company, as originally formulated and approved by the Board of Directors Board of Directors and the Members as on June 05, 2013 and June 14, 2013 respectively, and prior to the listing of Equity Shares of the Company on the Stock Exchanges consequent to the Initial Public Offer (“**IPO**”) by the Company, amended by the Board and ratified by the Members of the Company on December 11, 2023, as detailed in the explanatory statement annexed hereto, to the eligible employees of a group company including a subsidiary or associate company of the Company, in India or outside India, be and is hereby ratified within the meaning of SEBI (SBEB & SE) Regulations, along with the consent accorded to the Board of Directors of the Company (“**Board**” which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to create, offer, grant, issue and allot in one or more tranches under Emcure ESOS 2013 at any time to or for the benefit of the eligible employees of a group company including a subsidiary or associate company of the Company, in India or outside India, such number of employee stock options (“**ESOPs**”) exercisable into Equity Shares of the Company not exceeding 94,54,917 ESOPs exercisable into 94,54,917 Equity Shares of the Company under Emcure ESOS 2013, at such price as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and / or the Board of the Company, be and is hereby authorized to issue and allot Equity Shares upon exercise of options from time to time in accordance with Emcure ESOS 2013 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the authority granted to the Board of the Company to grant ESOPs pursuant to Emcure ESOS 2013, be and is hereby ratified.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the authority of the Board, on behalf of the Company, to make any modifications, changes, variations, alterations or revisions in Emcure ESOS 2013 from time to time or to suspend, withdraw or revive Emcure ESOS 2013 from time to time, as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto, provided that such changes are not detrimental to the eligible employees, and to do all other acts, deeds, matters and things as are necessary to give effect to this resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company in this regard, be and is hereby ratified.

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals , statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Key Managerial Personnel of the Company as may be required to give effect to this resolution, be and is hereby ratified.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

Registered Office:

Plot No. P-1 & P-2, IT-BT Park,
Phase-II, M.I.D.C., Hinjawadi,
Pune- 411057, Maharashtra

Place: Pune

Date : November 07, 2024

**For and on behalf of Board of Directors
Emcure Pharmaceuticals Limited**

**Sd/-
Chetan Sharma
Company Secretary and Compliance Officer
Membership No. F8352**

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder, setting out all material facts relating to the proposed resolutions, in respect of Special Business(s) of the Postal Ballot Notice and additional information as required under the Act, Regulation 36 of the SEBI Listing Regulations and SS- 2, are annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members and/or Register of Beneficial Owners as on **Friday, November 08, 2024** ("**Cut-off Date**"), received from the Depositories and whose e-mail address are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.emcure.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited (Insta Vote), Registrar and Transfer Agent of the Company at <https://instavote.linkintime.co.in/>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.emcure.com) duly filled and signed along with requisite supporting documents to Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-off Date, maintained by the Depositories shall be entitled to participate in the e-voting. The voting rights of Members shall be in proportion to the equity shares held by the Members in the paid-up equity share capital of the Company as on Cut-off Date. A person who is not a member as on the Cut-off Date, should treat this Postal Ballot Notice for information purpose only.
6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/ Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to ashwini.i@mehta-mehta.com with a copy marked to investors@emcure.com.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice. The e-voting Event No. for this purpose '**240826**'.
8. **The remote e-voting period commences at 9:00 a.m. (IST) on Sunday, November 24, 2024, and ends at 5:00 p.m. (IST) on Monday, December 23, 2024.**

Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. The Company has engaged the services of **Link Intime India Private Limited** ("**Link Intime**" or "**Registrar and Transfer Agent**") as the agency to provide e-voting facility.
10. Relevant documents, if any, referred to in this Postal Ballot Notice and Explanatory Statement will be available for inspection electronically from the date of circulation of this Postal Ballot Notice until the last date of remote e-voting. Members seeking to inspect such documents can send an email to investors@emcure.com mentioning his / her / its folio number / DP ID and Client ID.

11. Members may send their queries related to item(s) included in the Postal Ballot Notice on the email investors@emcure.com from their registered email address, mentioning their name, folio number / DP ID- Client ID as applicable, mobile number, copy of PAN Card.
12. The Board of Directors of the Company have appointed Ms. Ashwini Inamdar (Membership No. FCS 9409, CP No. 11226) failing her, Mr. Atul Mehta (Membership No. FCS 5782, CP No. 2486), Partners of M/s. Mehta & Mehta, Practicing Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal Ballot, through remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
13. The Scrutinizer will submit her/his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or the Company Secretary and Compliance Officer, as authorised by the Board, who shall countersign the same. The results of remote e-voting will be announced on or before Wednesday, December 25, 2024, and will be displayed on the Company's website at www.emcure.com and the website of Link Intime at <https://instavote.linkintime.co.in/>. The results will simultaneously be intimated to the Stock Exchanges where the Equity Shares of the Company are listed and will also be displayed at the Registered Office of the Company.
14. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Monday, December 23, 2024**.
15. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

16. **PROCEDURE FOR REMOTE E-VOTING:**

i) **E-VOTING FACILITY:**

- a. The Company is providing e-voting facility of Link Intime to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- b. **The manner of e-voting by (i) Individual Members holding shares of the Company in demat mode, (ii) Members other than individuals holding shares of the Company in demat mode, (iii) Members holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.**

ii) **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

- a. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
- b. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

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.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp> "
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nSDL.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

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).

Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders 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”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

Item Nos. 1 & 2:

- 1. Amendment and ratification of “Emcure - Employee Stock Option Scheme 2013” of the Company.**
- 2. Ratification of extension of benefits under “Emcure - Employee Stock Option Scheme 2013” of the Company to the employees of a group company including a subsidiary or associate company of the Company, in India or outside India.**

The “**Emcure - Employee Stock Option Scheme 2013**” (“**Emcure ESOS 2013**” or “**Scheme**”) of the Company having pool size of 22,60,651 was approved by the Members by way of Special Resolution passed at the Extra-Ordinary General Meeting held on June 14, 2013, and the subsequent amendments to the Scheme were approved by the Members at their Meetings held on September 14, 2015, July 30, 2021, August 22, 2022, and December 11, 2023. Further, the corporate action of issue of bonus shares by the Company were undertaken as approved by the Board and Members vide their resolutions dated March 22, 2016 and pool size of Emcure ESOS 2013 was adjusted accordingly.

The Scheme was last amended in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), pursuant to the resolutions passed by the Board and Members at their meetings held on December 11, 2023, prior to the listing of Equity Shares of the Company on BSE Limited and National Stock Exchange of India Limited, (“**the Stock Exchanges**”) respectively.

Emcure ESOS 2013 has been formulated by the Board with an aim to encourage and motivate employees of the Company and its Group Companies (including subsidiary or associate companies of the Company, in India or outside India) in strengthening and improving their performance, thereby contributing to the overall growth of the Company.

In terms of Regulation 12(1) of the SEBI (SBEB & SE) Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its Members after the listing of the shares of the Company.

Further in terms of provisions of Regulation 6(3) of the SEBI (SBEB & SE) Regulations, approval of the shareholders by way of a separate resolution shall be obtained by the Company in case of grant of option to employees of subsidiary or holding Company, hence the approval of shareholders is being sought for Item Nos. 1 & 2.

The Board of Directors, at its meeting held on November 07, 2024, based on the recommendation of Nomination and Remuneration Committee (“NRC”) and subject to the approval of Members, approved the following proposals:

- Amendment and ratification of the Scheme which *inter-alia* includes amendments related to deletion of pre-IPO term & conditions and increase in the pool size of the Scheme viz 5% of the existing paid-up capital of the Company;
- Ratification of extension of the benefits of the said Scheme to the employees of a group company including a subsidiary or associate company of the Company, in India or outside India.

In reference to the above, the increased pool size of the Scheme shall stand as 94,54,917 (Ninety Four Lacs Fifty Four Thousand Nine Hundred and Seventeen) ESOPs, representing 5% of the existing paid-up capital of the Company for grant to the eligible employees under Emcure ESOS 2013, from time to time, for ensuring continued rewards to eligible employees and help the Company in achieving its long-term growth plans. Further, the total number of ESOPs shall not exceed 5% of the paid-up capital of the Company, without approval of the Members.

Accordingly, approval of the Members by way of Special Resolutions are being sought for the aforementioned Item Nos. 1 and 2.

Particulars as required under Regulation 6 (2) of the SEBI (SBEB & SE) Regulations read with Part C of Schedule I of these Regulations are given below:

With a view to encourage value creation and value sharing with the employees and to promote culture of employee ownership as well as to attract, retain, motivate and incentivize employees, the Company has implemented Emcure ESOS 2013 in accordance with the applicable laws. The objective of this Scheme is to reward the employees for their performance and to motivate them to contribute

to the growth and profitability of the Company. Emcure ESOS 2013 is being administered by the Nomination and Remuneration Committee in accordance with the applicable laws.

The salient features of the amended Emcure ESOS 2013 are set out below:

a) Brief description of Emcure ESOS 2013:

The Scheme contemplates grant of stock options to the employees of the Company and group companies including subsidiary company or associate company of the Company, in India or outside India.

After vesting of options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to compliance with the requirements of Emcure ESOS 2013, including payment of exercise price and satisfaction of any tax obligation arising thereon.

b) Total number of options to be granted:

The total number of options to be granted under the Scheme shall not exceed 94,54,917 (Ninety Four Lacs Fifty Four Thousand Nine Hundred and Seventeen) representing 5% of the existing paid-up capital of the Company. Each option when exercised would be converted into 1 Equity Share of ₹10/- (Indian Rupees Ten) each fully paid-up and shall be issued by the Company to the employee.

Further, the SEBI (SBEB & SE) Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc. including preferential allotment of shares or qualified institutional placements, requisite adjustments need to be made in a fair and reasonable manner to the options granted.

In this regard, the Company shall adjust the number of equity shares, the number of stock options and/or the exercise price of the options granted in such a manner that the total value of the options granted under Emcure ESOS 2013 remains the same after any such corporate action. Accordingly, if any additional options are granted by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 94,54,917 (Ninety Four Lacs Fifty Four Thousand Nine Hundred and Seventeen), shall be deemed to be increased to the extent of such additional options issued.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees, would be available for being re-granted at a future date in accordance with the provisions of Emcure ESOS 2013. The Board of Directors/Nomination and Remuneration Committee of the Company are authorized to re-grant such lapsed / cancelled options.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

For the purpose of Emcure ESOS 2013, "Eligible Employee" mean the following employees:

- (i) an employee as designated by the Company who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an independent director; or
- (iii) an employee as defined in clauses (i) or (ii) of a group company including a subsidiary or Associate Company, in India or outside India, or of a holding company of the company

but shall not include:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

d) Appraisal Process for determining the eligibility of the employees to ESOPs:

The Board/Nomination and Remuneration Committee, at their discretion, will decide, on the basis of duration of service, grade, performance, technical knowledge, leadership quality, merit contribution, conduct, future potential and such other factors whatsoever as they may deem appropriate, which employees or class of employees should be regarded as "Eligible Employee" under this Scheme and accordingly, the Board/ Nomination and Remuneration Committee may offer options to the identified employees under this Scheme.

e) Requirements of vesting and period of vesting:

Options Granted under Emcure ESOS 2013 would vest within a period not less than one year and not more than five years from the Grant Date of such Options, as set out in the Grant Letter. Vesting of Options would be subject to compliance with the terms of this Scheme and continued employment with the Company.

In case where options are granted by the Company under the Scheme in lieu of options held by an Employee under an employee stock option scheme in another company which has merged, demerged, arranged or amalgamated with the Company, the period during which the options granted by the transferor company were held by such employee shall be adjusted against the minimum vesting period required above or as stipulated under Applicable Laws.

In the event of death or permanent incapacity of an employee, the minimum vesting period of one year shall not be applicable and in such instances, the options shall Vest in terms of the Scheme.

f) Maximum period within which the options shall be vested:

5 (five) years from the date of Grant of ESOPs.

g) Exercise price or pricing formula:

Unless the Nomination and Remuneration Committee determines otherwise, whether generally or in respect of any specific options, the exercise price of the vested option will be higher of:

- the closing Market Price of the Shares on the Grant Date; or
- the Book Value of the Shares as per the last audited balance sheet as on the Grant Date.

Provided, the Exercise Price of the Vested Option shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEB & SE) Regulations.

h) Exercise Period and the process of exercise:

The Options can be exercised as per the provisions outlined in the table below:

Vested Options*		
1.	While in Employment (including sanctioned long leave)	Can be Exercised within a period of five years from the date of Vesting.
2.	Resignation / Termination (other than due to Misconduct [as defined in clause 2.1 (xxiv)] or breach of the Company's Policies/ Terms of Employment.	All Vested Options as on that date shall be Exercisable by the Option Grantee before his last working day with the Company.
3.	Termination due to Misconduct [as defined in clause 2.1 (xxiv)] or due to breach of Company's Policies / Terms of Employment.	All Vested Options which were not Exercised at the time of such termination of employment shall stand cancelled with effect from the date of such termination of employment.
4.	Retirement / Early Retirement approved by the Company	All Vested Options can be Exercised by the Option Grantee immediately after, but in no event later than six months from the date of such retirement, or within such time period as may be decided by the Committee (whose determination will be final and binding).
5.	Death	All Vested Options may be Exercised by the Option Grantee's nominee or legal heirs immediately after, but in no event later than six months from the date of Death of the Option Grantee, or within such time period as may be decided by the Committee whose determination will be final and binding.
6.	Termination due to Permanent Incapacity	All Vested Options may be Exercised by the Option Grantee or, in case of his death due to such Permanent Incapacity, the nominee or legal heirs, immediately after, but in no event later than six months from the date of such incapacity, or within such time period as may be decided by the Committee whose determination will be final and binding.

7.	Abandonment**	All the Vested Options shall stand cancelled.
8.	Separation due to reasons other than those mentioned above	The Committee will decide whether the Vested Options on the date of separation can be exercised by the Employee or not and such decision shall be final.
Unvested Options		
1.	While in Employment (including sanctioned long leave)	The Options would continue to Vest as per the original Vesting Schedule.
2.	Resignation / Termination (other than due to Misconduct (as defined in clause 2.1 (xxiv)] or breach of Company's Policies/Terms of Employment.	All Unvested Options on the last working day shall expire/ stand cancelled with effect from that date.
3.	Termination due to Misconduct (as defined in clause 2.1 (xxiv)] or due to breach of Company Policies/ the Terms of Employment	All Unvested Options on the date of such termination shall stand cancelled with effect from that date.
4.	Retirement / superannuation/ early retirement approved by the Company	All Unvested Options will continue to Vest as per the original Vesting schedule as on the date of such retirement/ superannuation/ early retirement approved by the Company.
5.	Death	All Unvested Options as on the date of death shall Vest immediately and may be Exercised by the Option Grantee's nominee or legal heirs immediately after, but in no event later than six months from the date of death, or within such time period as may be decided by the Committee whose determination will be final and binding.
6.	Termination due to Permanent Incapacity	All the Unvested Options as on the date of such Permanent Incapacity shall Vest immediately and can be exercised by the Option Grantee or, in case of his death due to such Permanent Incapacity, the nominee or legal heirs immediately after, but in no event later than six months from the date of termination of employment of the Option Grantee on account of Permanent Incapacity, or within such time period as may be decided by the Committee.
7.	Abandonment**	All the Unvested Options shall stand cancelled.
8.	Separation due to reasons other than those mentioned above	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

* Subject to the maximum exercise period approved by the Board/ Committee of the Company from the date of Vesting of Options.

** The Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.

In the event of transfer of an Employee from the Company to the holding or subsidiary, the Unvested Options as on the date of transfer, will continue to Vest as per the original schedule and be exercised, subject to the compliance of the Applicable Laws.

In the event that an Employee, who has been Granted benefits under the Scheme, is transferred or deputed to an Associate Company prior to Vesting or Exercise, the Vesting and Exercise as per the terms of Grant shall continue in case of such transferred or deputed Employee even after the transfer or deputation.

In the event of transfer of an Employee pursuant to a scheme of arrangement, amalgamation, merger or demerger, the treatment of Options in such cases shall be specified in the scheme of arrangement, amalgamation, merger or demerger, and should not be prejudicial to the interest of the Employee.

i) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions particularly after listing of shares of the Company as may be prescribed under Applicable Laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and Code of

conduct framed by the Company post listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

j) Maximum number of options to be to be granted per employee and in aggregate:

No identified employee(s) shall be Granted, in any year, options equal to or more than 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company as on the date of Grant of Option. Notwithstanding the foregoing, pursuant to a separate resolution passed by the Members of the Company in the General Meeting, the Committee may Grant to the identified Employee(s) mentioned in such separate resolution, Options aggregating to Shares equal to or exceeding 1% of the issued share capital (excluding outstanding warrants and conversions) as on the date of the Grant.

k) Maximum quantum of benefits to be provided per employee under a Scheme:

The maximum quantum of benefits underlying the Stock Options granted to an Employee can be construed to be an amount equal to the appreciation in the value of the Company's Equity Shares determined as on the date of exercise of Stock Options, on the basis of difference between the Stock Options Exercise Price and the Market Price of the equity shares on the exercise date.

l) Whether Emcure ESOS 2013 is to be implemented and administered directly or through a trust:

The Scheme shall be implemented and administered directly by the Company through the Board / Nomination and Remuneration Committee.

m) Whether Emcure ESOS 2013 involves new issue of equity shares or secondary acquisition of equity shares or both:

The Scheme contemplates only fresh / primary issue of Equity Shares by the Company.

n) Amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable as the Scheme is not implemented through Trust.

o) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme:

Not Applicable as the Scheme is not implemented through Trust.

p) Method for valuation of options:

In respect of Employee Stock Options Granted pursuant to Emcure ESOS 2013, the intrinsic value of the Option is treated as discount and accounted as Employee compensation cost over the Vesting period, as per guidance note issued by the Institute of Chartered Accountant of India. Further, the Company shall at all times comply with accounting policies specified in Applicable Law.

q) Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

r) Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In case of termination of employment as specified in point (q) above, all the vested options shall lapse and cannot be exercised.

In case of resignation/ termination (other than due to misconduct), all the vested options as on date of notice of resignation / termination shall be exercisable by the option grantee as outlined in Emcure ESOS 2013.

s) Statement to the effect that the Company shall comply with the applicable Accounting Standards:

The Company shall follow and conform to applicable accounting policies and follow the disclosure requirements of the Accounting Standards prescribed under Applicable Laws in terms of Section 133 of the Act, as applicable, including any 'Guidance Note on Accounting for Employee Share-Based Payments' issued in this regard from time to time, and as set forth under the provisions of Regulation 15 of the SEBI (SBEB & SE) Regulations.

t) Declaration:

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, if permitted by applicable regulations, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share of the Company shall also be disclosed in the Directors' Report.

u) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

The Scheme does not provide for buy-back of securities covered under these Regulations. Subject to the provisions of the applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of the amended Emcure ESOS 2013 will be available for inspection at the registered office during the working hours of the Company up to Monday, December 23, 2024 at 5:00 p.m. (IST).

The Board of Directors / Nomination and Remuneration Committee shall be authorized to grant the employee stock options under Emcure ESOS 2013.

None of the Directors, Key Managerial Personnel, Senior Management Personnel and their relatives (as defined in the Companies Act) are concerned or interested, financially or otherwise, except to the extent that the stock options granted/to be granted to any of them pursuant to Emcure ESOS 2013.

The Board of Directors thereby recommends passing of the resolutions as set out under Item Nos. 1 and 2 of the Notice for approval of the Members as a Special Resolution.

Registered Office:

Plot No. P-1 & P-2, IT-BT Park,
Phase-II, M.I.D.C., Hinjawadi,
Pune- 411057, Maharashtra

Place: Pune

Date : November 07, 2024

**For and on behalf of Board of Directors
Emcure Pharmaceuticals Limited**

**Sd/-
Chetan Sharma
Company Secretary and Compliance Officer
Membership No. F8352**