



Notice

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT THE **45TH ANNUAL GENERAL MEETING** ("AGM") OF THE MEMBERS OF **EMCURE PHARMACEUTICALS LIMITED** ("THE COMPANY") WILL BE HELD ON **MONDAY, 21 SEPTEMBER 2026 AT 11.00 A.M. (IST)** THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"). THE VENUE OF THE AGM SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. P-1 & P2, IT-BT PARK, PHASE II, M.I.D.C., HINJAWADI, PUNE – 411 057, MAHARASHTRA. THE FOLLOWING BUSINESSES WILL BE TRANSACTED AT THE AGM:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31 March 2026, together with the Report of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31 March 2026, together with the Report of the Auditors thereon.
2. To declare Final Dividend of INR 3.60/- (Rupees Three and Sixty Paise only) per Equity Share of Face Value of INR 10/- each (Rupees Ten only) for the Financial Year ended on 31 March 2026.
3. To appoint Mrs. Namita Thapar (DIN: 05318899) as a Director who retires by rotation, and being eligible, offers herself for re-appointment.
4. To consider retirement of Mr. Berjis Desai (DIN: 00153675), Chairman and Non-Executive Non-Independent Director:

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, Mr. Berjis Desai (DIN: 00153675), Chairman and Non-Executive Non-Independent Director, retires by rotation with effect from conclusion of 45th Annual General Meeting and the vacancy so caused as such, shall not be filled up."

SPECIAL BUSINESS:

5. TO RATIFY REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2026-27:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*), the remuneration of INR 9,35,000/- (excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses) payable to the Cost Auditor, M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) to conduct the audit of cost records of the Company for the Financial Year ending on 31 March 2027, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified."

6. TO RE-APPOINT DR. MUKUND GURJAR (DIN: 00026843) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

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 Sections 196, 197 and 203 read with Schedule V of Companies Act, 2013, ("the Act") (*including any statutory modifications or re-enactment thereof for the time being in force*), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, the Articles of Association of the Company and as recommended by Nomination & Remuneration Committee and approved by Board of Directors of the Company, consent of the Members be and is hereby accorded for the re-appointment of Dr. Mukund Gurjar (DIN: 00026843) as Whole-time Director of the Company with effect from 28 August 2026, for a term of 1 (one) year on the following terms & conditions:

- A) Salary** (including perquisites and allowances): Not exceeding INR 7,60,00,000/- (Rupees Seven Crores Sixty Lakhs only) per annum.

Perquisites & allowances: Dr. Gurjar shall be entitled to house rent allowance, education allowance, conveyance allowance, leave travel allowance, company-maintained car with driver, bonus/ex-gratia, medical insurance, personal accident insurance and such other perquisites in accordance with the Company's rules or as agreed to by the Board of Directors, the monetary value of which shall be determined in accordance with the applicable provisions of the Income Tax Act, 2025.

- B) Company's contribution** to Provident Fund or gratuity payment as per Company's rules and encashment of leaves shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

RESOLVED FURTHER THAT the aforesaid remuneration shall be the minimum remuneration including perquisites etc., payable to Dr. Mukund Gurjar, in the event the Company has no profits/inadequate profits in any financial year, which may be in excess of the individual or overall limits prescribed under the Act.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act and, based on the recommendation of Nomination and Remuneration Committee and as approved by the Board, consent of the Members be and is hereby accorded for the payment of remuneration to Dr. Mukund Gurjar (DIN: 00026843) for his re-appointment as Whole-time Director of the Company with effect from 28 August 2026 for a term of 1 (one) year, which shall not exceed 15% of the net profits of the Company, together with remuneration payable to other executive directors, in compliance with the provisions of the Act and the SEBI Listing Regulations, resultantly the overall managerial remuneration ceiling of not exceeding 16% of the net profits of the Company for all directors collectively, as computed under Section 198 of the Act, and that the Board, be and is hereby authorized to increase, alter, vary and modify the remuneration during the tenure, within the overall managerial remuneration limit as mentioned in this resolution.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things on behalf of the Company including signing

and submission of necessary forms/returns with the Registrar of Companies, Pune, to give effect to this resolution."

7. TO RE-APPOINT MR. SATISH MEHTA (DIN: 00118691) AS A MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, ("the Act") (*including any statutory modifications or re-enactment thereof for the time being in force*), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company based on the recommendation of the Nomination and Remuneration Committee and approved by Board, consent of the Members be and is hereby accorded for re-appointment of Mr. Satish Mehta (DIN: 00118691) as the Managing Director & Chief Executive Officer of the Company, who has also attained the age of 75 years, for a period of five (5) consecutive years w.e.f. 01 April 2027, not liable to retire by rotation, on the key terms and conditions mentioned below:

- A) Salary** (including perquisites and allowances): Not exceeding INR 38,00,00,000/- (Rupees Thirty Eight Crores only) per annum.

Perquisites & allowances: Mr. Mehta shall be entitled to house rent allowance, leave travel allowance, bonus/ex-gratia, medical insurance, personal accident insurance, company-maintained car with driver, telephone, internet and other communication facilities at residence, and such other perquisites in accordance with the Company's rules or as agreed to by the Board of Directors, the monetary value of which shall be determined in accordance with the applicable provisions of the Income Tax Act, 2025.

- B) Commission:** Mr. Mehta shall also be entitled to a commission of 1% of the net profits per annum or as may be determined by the Board from time to time, on the recommendation of the Nomination and Remuneration Committee.



- C) Company's contribution** to Provident Fund or gratuity payment as per Company's rules and encashment of leaves shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

RESOLVED FURTHER THAT the aforesaid remuneration shall also be the minimum remuneration payable to Mr. Satish Mehta, in the event the Company has no profits/inadequate profits in any year, which may be in excess of the individual or overall limits prescribed under the Act.

RESOLVED FURTHER THAT pursuant to the provisions of Section 178, 196, 197 and 203 read with Schedule V of the Act, *(including any statutory modifications or re-enactment thereof for the time being in force)*, in compliance with the provisions of Regulation 17(6) (e) of SEBI Listing Regulations and based on the recommendation of Nomination and Remuneration Committee and as approved by the Board, consent of the Members be and is hereby accorded for the payment of remuneration to Mr. Satish Mehta for his re-appointment as Managing Director of the Company for a period of five (5) consecutive years w.e.f. 01 April 2027, which may, together with remuneration payable to other Executive Directors, who are Promoters, in any financial year, be in excess of 5% of the net profit of the Company computed in the manner as laid down in Section 198 of the Act, but not exceeding 15% of the net profits of the Company, in compliance with the provisions of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act and based on the recommendation of Nomination and Remuneration Committee and as approved by the Board, consent of the Members be and is hereby accorded that the overall managerial remuneration payable to all Directors including Managing Director, Whole-time Director(s) and Non-Executive Director(s) of the Company shall be in excess of 11% but not exceeding 16% of the net profits of the Company for any financial year(s) during the tenure of appointment of Mr. Satish Mehta as the Managing Director of the Company, who is a Promoter of the Company, as computed in the manner laid down in Section 198 of the Act and that the Board, be and is hereby authorized to increase, alter, vary and modify the remuneration during the tenure in any financial year(s) on a continual basis, within the overall managerial remuneration limit as mentioned in this resolution.

RESOLVED FURTHER THAT Mr. Satish Mehta, shall be entitled to exercise all such powers and do all such acts

which are directed or required of him in his capacity as the Managing Director, by the Act or any other law for the time being in force.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things on behalf of the Company including signing and submission of necessary forms/returns with the Registrar of Companies, Pune, to give effect to this resolution."

8. TO APPOINT MR. RAGHU KUMAR (DIN: 01983106) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") *(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force)*, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and Board of Directors of the Company, Mr. Raghu Kumar (DIN: 01983106 and IDDB Registration Number: IDDB-DI-202412-067453), who was appointed as an Additional Director (Non-Executive and Independent) of the Company with effect from 06 August 2026, pursuant to the provisions of the Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, pursuant to Regulation 17(1C) and other applicable provisions of the SEBI Listing Regulations *(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force)* and based on the recommendation of the NRC and Board of Directors of the Company, Mr. Raghu Kumar

(DIN: 01983106 and IDDB Registration Number: IDDB-DI-202412-067453), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years with effect from 06 August 2026.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Raghu Kumar shall be paid such fees, remuneration and/ or profit related commission as the Board / NRC may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations (including any statutory amendments, modifications(s) or re-enactment(s) thereof for the time being in force) approval of Members be and is hereby accorded for continuation of directorship of Mr. Raghu Kumar as an Independent Director of the Company, post attaining the age of 75 years.

RESOLVED FURTHER THAT the Board and the Key Managerial Personnel of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

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

Amruta Yangalwar

Place: Pune **Company Secretary and Compliance Officer**

Date: 06 August 2026 **Membership No. A25687**

Registered Office:

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

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) to be transacted at the 45th AGM and additional information as required under the Act, Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2, are annexed hereto.
2. Pursuant to General Circular Nos. 14/2020 dated 08 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 05 May 2020, 09/2023 dated 25 September, 2023, 09/2024 dated 19 September 2024, 03/2025 dated 22 September 2025 and other circulars issued by the Ministry of Corporate Affairs ('MCA'), Regulation 44 of the SEBI Listing Regulations read with Securities and Exchange Board of India ("SEBI") Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30 January 2026 ("SEBI Master Circular"), companies are permitted to hold the 45th AGM through video conferencing ("VC") or other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, the 45th AGM of the Company will be convened through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. The deemed venue for the 45th AGM shall be the Registered Office of the Company, i.e. Plot No. P-1 & P-2, IT - BT Park, Phase II, M.I.D.C, Hinjawadi, Pune - 411057, Maharashtra.
3. The Members will be able to attend the 45th AGM through VC / OAVM by following instructions detailed in 'Attendance and E-voting' section. The procedure for participating in the meeting through VC / OAVM is explained in the notes below.
4. The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) ("MUFG Intime" or "Registrar and Transfer Agent") as the agency to provide e-voting facility.
5. In terms of the MCA and SEBI Circular, since the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Hence, the proxy form and attendance slip are not annexed to this Notice. However, in pursuance to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through



remote e-voting and / or for participation in the 45th AGM through VC/OAVM facility and e-voting during the 45th AGM.

6. The attendance of the Members attending the 45th AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to the Notice
8. 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), Partner(s) of M/s. Mehta & Mehta, Company Secretaries, Mumbai, as Scrutinizer to scrutinize the e-voting process, and vote casted through remote e-voting and voting at the meeting, in a fair and transparent manner. Members may note that the Scrutinizer will provide consolidated report for the votes casted through remote e-voting and e-voting at the meeting. The Scrutinizer's decision on the validity of the vote shall be final.
9. The Scrutinizer shall submit her/his report, after the completion of scrutiny, to the Chairman of the Company or the Company Secretary & 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, 23 September 2026 and will be displayed on the Company's website at www.emcure.com and the website of MUFG Intime at <https://instavote.linkintime.co.in/>
10. The results of remote e-voting 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. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM.
11. 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 the Company at investors@emcure.com.
12. Statutory Registers and relevant documents referred in this Notice and explanatory statement, are available for electronic inspection at the Registered Office of the Company on all working days from the date of circulation of this Notice upto the date of the AGM and during the meeting. Members seeking to inspect such documents may send their requests to investors@emcure.com mentioning his / her / its folio number / DP ID and Client ID.

Attendance and E-voting

13. Only a person, whose name is recorded in the Register of Members and/or Register of Beneficial Owners, as on **Monday, 14 September 2026, ("Cut-off Date")**, maintained by the Depositories, shall be entitled to participate in the remote e-voting or e-voting during the AGM. 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 Notice for the information purpose only.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder, MCA Circulars, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard-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 remote e-voting are provided as part of this Notice. The e-voting Event No. for this purpose is '**260599**'.
16. The remote e-voting period shall commence at 9:00 a.m. (IST) on Friday 18 September 2026, and end at 5:00 p.m. (IST) on Sunday 20 September 2026. The Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the abovementioned 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.
17. The Members who wish to complete e-voting and attend the AGM shall login as per the instructions given in this Notice.

18. The Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled time of the commencement of the meeting. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on first come first served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the 45th AGM without any restriction on account of first-come-first-serve principle.
19. Those Members who have joined the AGM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. Those Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

REMOTE E-VOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you

will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

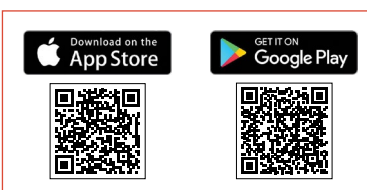
Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.





METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/ Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG

InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. 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.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
 - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
 - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. 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).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
8. Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.



Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund

Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.

- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) 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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

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

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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".



INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22 September 2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No.: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link "Cast your vote".
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote,

click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Final Dividend

- The Board of Directors at their Meeting held on 05 May 2026, have recommended Final Dividend of INR 3.60 /- (Rupees Three and Sixty Paise only) (36%) per Equity Share of INR 10/- (Rupees Ten only) each of the Company for the Financial Year ended on 31 March 2026, and the same, if approved at the AGM, will be paid in accordance with the timelines under the Act. The final dividend shall be paid to such Members whose names appear in the Register of Members as beneficial owners as on the Record Date.

- The Record Date for the payment of final dividend is close of business hours on **Friday, 04 September 2026 ("Record Date")**
- Members are requested to get their KYC details updated with the Depositories for the shares held in demat form and with MUFG Intime, Company's Registrar and Transfer Agent ("RTA") for the shares held in physical form, so as to receive the final dividend for the Financial Year ended on 31 March 2026, directly through electronic credit.
- In accordance with the provisions of the Income Tax Act, 2025 ("IT Act"), dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from dividends paid to the Members at the prescribed rates. For Resident Members, taxes shall be deducted at source under Section 393(1) [Table Sl. No.7] of the IT Act as follows:

Shareholders having valid PAN @ 10% or as notified by the Government of India Shareholders not having PAN / Inoperative PAN / Invalid PAN / PAN not linked with Aadhaar @ 20% or as notified by the Government of India A Resident Individual Member holding a valid PAN will not be liable for deduction of tax at source if the total dividend to be received during Tax Year 2026-27 does not exceed INR 10,000/- (Rupees Ten Thousand only) and also in case where the Member provides a declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by, providing the documents/ certificates/ declarations at the e-mail address of the Company at income.tax@emcure.com.

Please note that Members who applied for lower withholding tax certificate should seek the certificate on the TAN - PNEE00094D of the Company to enable the Company to grant the benefit of the lower withholding certificate. Any certificate received in any other TAN will not be accepted.

In case of Non-resident Members, tax shall be deducted under Section 393(2) [Table Sl. no.17] of the IT Act. Non-resident Members (including FPI and FII shareholders) can avail benefit of tax treaty between India and their country of residence, subject to submission of all following documents:

- Copy of PAN (if available);
- Tax Residency Certificate (TRC);
- E-filed Form 41 for Tax Year 2026-27;
- No Permanent Establishment Declaration;
- Beneficial Ownership Declaration; and



- Any other document which may be required to avail the tax treaty benefits.

The aforesaid documents should be submitted to "income.tax@emcure.com"

The last date for submission of required documentation for the purpose of final dividend for the Financial Year ended 31 March 2026, is Monday, 14 September 2026 (upto 5.00 p.m. IST),. Please note that documents submitted post the said dates shall not be considered for the purpose of final dividend.

24. Members are requested to correctly update their respective bank account details either with Depository Participant or Registrar and Transfer Agent, from time to time, to ensure timely payment of dividend.
25. Members are requested to note that, all unclaimed / unpaid dividend remaining unclaimed / unpaid for a period of seven (7) years from the date of transfer to the Company's Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividend remain unclaimed / unpaid for 7 (seven) consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/claimants are requested to claim their unclaimed dividends from the Company, within the stipulated timeline.
26. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
27. The Company is registered with SEBI Complaints Redressal System (SCORES). The investors can send their complaints through SCORES also, for which the investors have to visit <https://www.scores.gov.in>. The Company is also registered on Smart ODR portal, for which the investors have to visit <https://smartodr.in/login>.
28. The Company has a dedicated e-mail id for Shareholders, which is investors@emcure.com, for the purpose of registering grievances and the same has been hosted on the Company's website at www.emcure.com.

General Shareholder Information

Speaker Registration

29. Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request, mentioning their name, demat account number / folio number, e-mail id and mobile number along with their views / questions / queries, if any, at investors@emcure.com latest by Monday, 14 September 2026, (upto 5.00 p.m. IST)
30. Only registered speakers will be allowed to express their views / ask questions during the meeting for a maximum time allotted, once the floor is open for Members' queries. The Company reserves the right to restrict the number of speakers to only those Members who have registered themselves and number of questions depending on the availability of time during the meeting.
31. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, demat account number / folio number, e-mail id and mobile number, to investors@emcure.com. These queries will be suitably replied by the Company via e-mail.

Dispatch of Annual Report through Electronic Mode

32. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 45th AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's RTA / Depositories, unless any Member has requested for a physical copy of the same.
33. Members may note that the Notice of the 45th AGM along with the Annual Report for the Financial Year 2025-26 will also be available for download on the website of the Company at www.emcure.com, on the 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 the website of MUFG Intime at <https://instavote.linkintime.co.in/>.

All the Members whose names appear on the Register of Members and/or Register of Beneficial Owners maintained by the Depositories as on Friday, 21 August 2026, will be considered for the purpose of sending the Notice of AGM and the Annual Report. In terms of Regulation 36 of SEBI Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to

those Member(s) whose e-mail addresses are not registered. Members who wish to obtain printed copies of above-mentioned documents can send a request on investors@emcure.com.

34. The Company will also publish an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of the AGM at the Company's website on www.emcure.com and manner of registering the e-mail IDs of those Members who have not registered their email addresses with the Company/ RTA.
35. For receiving all communication (including Notice and Annual Report) from the Company electronically, the Members are requested to update their e-mail addresses with the Depository / RTA.

Communication with RTA

36. The Company's RTA has launched 'SWAYAM', a secure, user-friendly web-based application, that empowers shareholders to effortlessly access various services. The application can be accessed at <https://swayam.in.mpms.mufg.com/>

Key features of the portal are as follows:

- User-friendly interface and two-factor authentication (2FA) at login.
- Generate and track service requests / complaints
- Track Corporate Actions like Dividend / Interest / Bonus / Split.
- Access to PAN linked accounts, Company wise holdings and security valuations.
- Raise request for unpaid amounts.
- View entire holdings and status of corporate benefits.
- Self-service portal for securities held in demat mode and physical securities, whose folios are KYC compliant.

We encourage shareholders to register on the portal and avail various services.

37. Shareholders can also use the chatbot developed by the RTA 'iDIA' to ask questions and get information about queries by logging in at www.mufgintime.co.in.

Updating KYC (Physical Shareholders)

38. Shareholders holding shares in physical form can update their PAN, KYC details, nomination, contact details, bank A/c details and specimen signature

for the respective folios by submitting the forms, as may be applicable, to the Company's RTA. The prescribed form(s) are available at the Company's Website at www.emcure.com and on RTA's website at <https://liiplweb.mufgintime.co.in/KYC-downloads.html>.

Dematerialization of Physical Share Certificates

39. It is now mandated that only the shares held in dematerialised form shall be permitted for transfer, and further, the shares shall be issued in dematerialised form while processing requests for transmission / transposition/ duplicate certificates, etc. Hence, the Members are requested to get their physical shares dematerialised as soon as possible.
40. 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 at the following address:

MUFG Intime India Private Limited

C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083, Maharashtra

Tel : + 91 810811 4949

The format of all above service request ISR forms, is available on the Company's website at www.emcure.com and on the web site of the Company's Registrar and Transfer Agents, MUFG Intime at <https://web.in.mpms.mufg.com/KYC-downloads.html>

41. Members holding shares in physical mode may submit their nomination by submitting Form No. SH-13, which can be downloaded from the Company's website at www.emcure.com. Members holding shares in demat mode may contact their respective depositories to update the nomination.
42. The transcript of the 45th AGM shall also be made available on the website of the Company at www.emcure.com within the prescribed time after the conclusion of the AGM.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 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 No. 4:

To consider retirement of Mr. Berjis Desai (DIN: 00153675), Chairman and Non-Executive Non-Independent Director:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), Mr. Berjis Desai, (DIN:00153675) Chairman and Non-Executive Non-Independent Director of the Company, retires by rotation upon the conclusion of the 45th Annual General Meeting ("AGM"). He has expressed his desire to retire and has not offered himself for re-appointment. He has informed that he has been appointed as the Member of National Commission for Minorities, New Delhi by the Government of India and the responsibilities attached to the said position requires substantial commitment of time at New Delhi. Accordingly, Mr. Berjis Desai shall cease to be the Chairman and Director of the Company upon conclusion of the 45th AGM. The vacancy caused by Mr. Berjis Desai's retirement is not proposed to be filled at the AGM, or any adjournment thereof.

Except Mr. Berjis Desai and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice of AGM.

Accordingly, the Board of Directors hereby recommends passing of the resolution as set out in Item No. 4 of the Notice for the approval of the Members as an Ordinary Resolution.

Item No. 5:

To ratify remuneration payable to the Cost Auditor for the Financial Year 2026-27:

Pursuant to Section 148 of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) have been appointed as the Cost Auditors by the Board of Directors of the Company, on recommendation of the Audit Committee, to conduct the audit of the cost records of the Company at a remuneration of INR 9,35,000/- (Rupees Nine Lakh Thirty Five Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses, for the Financial Year 2026-27.

The consent of the Members of the Company is being sought for ratification of the remuneration payable to the Cost Auditor for the financial year 2026-27 as required under Section 148(3) of the Act, read with Companies (Audit and Auditors) Rules, 2014.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice of AGM.

The Board of Directors hereby recommends passing of the resolution as set out in Item No. 5 of the Notice for the approval of the Members as an Ordinary Resolution.

Item No. 6:

To re-appoint Dr. Mukund Gurjar (DIN: 00026843) as a Whole-time Director of the Company:

The Members of the Company at the Annual General Meeting held on 28 August 2025 had approved the appointment of Dr. Mukund Gurjar as a Whole-time Director on the Board of the Company for a term of 1 (one) year, effective from 28 August 2025.

Brief Profile of Dr. Mukund Gurjar:

Dr. Mukund Gurjar has been associated with the Company since 23 July 2001. He is an Executive Director and Chief Scientific Officer of the Company and brings technical & industrial expertise to the Board as well as to the Company.

He holds a Bachelor's degree in Science, a Master's degree in Science and qualified as a Doctor of Philosophy in the faculty of science from the Nagpur University. He also holds a degree of Doctor of Philosophy from the Queen Elizabeth College, University of London Prior to joining our Company, he was working with the National Chemical Laboratory, Pune for 24 years. He has received a certificate of appreciation in recognition of 17 years of his valued services as an editorial advisory board member for Organic Process Research & Development, American Chemical Society.

Considering the aforementioned experience and his continuous contribution towards the growth of the Company, in pursuance to the provisions of Sections 196, 197 and 203, read with Schedule V of the Companies Act, 2013 ("the Act") and the Rules made thereunder (*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*) and based on the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors of the Company at its meeting held on 05 May 2026, has re-appointed Dr. Gurjar (DIN: 00026843) as a Whole-time Director for a further period of 1 (one) year with effect from 28 August 2026, subject to approval of the

Members for payment of remuneration as specified in the resolution. Dr. Gurjar shall be liable to retire by rotation.

Further, pursuant to Sections 197, 198 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder, the Company is seeking approval of Members by way of special resolution as the maximum remuneration payable to the Managing Director and Whole-time Directors together including Dr. Gurjar, may exceed 10% of the net profits however shall not exceed 15% of the net profits of the Company as per the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in any Financial Year, resultantly the overall managerial remuneration limit payable to all Directors including Managing Director, Whole-time Director(s), and Non-Executive Director(s) of the Company be increased from 11% to 16% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act.

Dr. Gurjar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also confirmed that he is not debarred for holding office by virtue of any SEBI order or any other authority.

The Board, on the recommendations of NRC, and in accordance with the statutory limits / approval as may be applicable for time being in force, may revise/ alter/ modify/ amend the terms and conditions of his remuneration from time to time, as they may deem fit.

Dr. Mukund Gurjar holds 2,95,716 Equity Shares of INR 10/- each (0.16%) in the Company.

The Resolution at Item No. 6 is proposed as a Special Resolution pursuant to Sections 196(3)(a), 197 and Schedule V of the Companies Act, 2013, as Dr. Mukund Gurjar, who has attained the age of 73 years, is proposed to be re-appointed as a Whole-time Director of the Company and the remuneration as approved by the Board, within the maximum limit as approved by the shareholders, shall be paid as minimum remuneration, in the event of the inadequacy of profits during the term of his appointment, which may exceed the amount calculated under Schedule V of the Act.

Except Dr. Mukund Gurjar and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of notice of AGM.

The Board of Directors hereby recommends passing of the resolution as set out in Item No. 6 of the Notice for the approval of the Members as a Special Resolution.

Item No. 7:

To re-appoint Mr. Satish Mehta (DIN: 00118691) as a Managing Director & Chief Executive Officer of the Company:

The Members of the Company at the Annual General Meeting held on 30 July 2021 had approved the re-appointment of Mr. Satish Mehta as Managing Director and Chief Executive Officer ("CEO") of the Company for a period of 5 (Five) years commencing from 01 April 2022. His current term is due to expire on 31 March 2027.

Brief Profile of Mr. Satish Mehta:

Mr. Satish Mehta is the Founder Promoter Director of the Company, since its incorporation in 1981. Under his visionary leadership, the Company has witnessed sustained growth, strengthened its market position, expanded its global footprint, and significantly enhanced its revenue, profitability, and shareholders value. His strategic foresight, entrepreneurial acumen, and commitment to excellence have been instrumental in transforming Company into one of India's leading pharmaceutical companies. Mr. Mehta is a motivated mentor with a focused and enlightened ability to foresee the future that has enabled the Company to grow over the years. His association is of foremost importance for the future growth of Company.

He holds a Master's degree in Science (Chemistry) from the University of Pune. He has also obtained a Post Graduate Diploma in Business Administration from the Indian Institute of Management, Ahmedabad. He has significant experience in the pharmaceutical industry.

Considering above, and based on recommendation of Nomination and Remuneration, the Board at its meeting held on 05 May 2026 has re-appointed Mr. Satish Mehta as the Managing Director & CEO of the Company, who has also attained the age of 75 years, not liable to retire by rotation, for a period of five years commencing from 01 April 2027, subject to approval of Members of the Company.

The Board of the Company, on the recommendation of the NRC has also appointed him as the Chairman of the Company with effect from the conclusion of the 45th AGM in addition to his existing positions as the Managing Director and CEO of the Company.



The terms and conditions of his appointment are as under:

- A) Salary** (including perquisites and allowances): Not exceeding INR 38,00,00,000/- (Rupees Thirty Eight Crores only) per annum.

Perquisites & allowances: Mr. Mehta shall be entitled to house rent allowance, leave travel allowance, bonus/ex-gratia, medical insurance, personal accident insurance, company-maintained car with driver, telephone, internet and other communication facilities at residence, and such other perquisites in accordance with the Company's rules or as agreed to by the Board of Directors, the monetary value of which shall be determined in accordance with the applicable provisions of the Income Tax Act, 2025.

- B) Commission:** Mr. Mehta shall also be entitled to a commission of 1% of the net profits per annum or as may be determined by the Board from time to time, on the recommendation of the Nomination and Remuneration Committee.

- C) Company's contribution to Provident Fund** or gratuity payment as per Company's rules and encashment of leaves shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

Further, pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and pursuant to Sections 197, 198 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder, the Company is seeking approval of members by way of special resolution as the the maximum remuneration payable to Mr. Satish Mehta, Managing Director and Whole-time Directors together may exceed 10% of the net profits however shall not exceed 15% of the net profits of the Company as per the provisions of the Act and the SEBI Listing Regulations, in any Financial Year, resultantly the overall managerial remuneration limit payable to all Directors including Managing Director, Whole-time Director(s), and Non-Executive Director(s) of the Company be increased from 11% to 16% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act.

Furthermore, the Board composition, consequent to the appointment of Mr. Mehta as the Chairman, would continue

to remain compliant with the applicable requirements of the SEBI Listing Regulations i.e., as per provisions of Regulation 17 (1) (b), the composition of the Board should comprise of at least half of the Board as Independent Directors, where Chairman is an Executive Director.

The Resolution at Item No. 7 is proposed as a Special Resolution pursuant to Sections 196(3)(a), 197 and Schedule V of the Act, as Mr. Satish Mehta, who has attained the age of 75 years, is proposed to be re-appointed as a Managing Director of the Company and the remuneration as approved by the Board, within the maximum limit as approved by the shareholders, shall be paid as minimum remuneration, in the event of the inadequacy of profits during the term of his appointment, which may exceed the amount calculated under Schedule V of the Act.

Mr. Satish Mehta is father of Mrs. Namita Thapar, Whole-time Director and Mr. Samit Mehta, Whole-time Director and Chief Operating Officer of the Company. Except Mr. Satish Mehta, Mrs. Namita Thapar, Mr. Samit Mehta and their relatives none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7.

The Board of Directors hereby recommends passing of this resolution as set out in Item No. 7 of the Notice for the approval of the Members as an Special Resolution.

Item No. 8:

To appoint Mr. Raghu Kumar (DIN: 01983106) as an Independent Director of the Company:

Pursuant to the provisions of Sections 149, 152, 161, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 06 August 2026, approved the appointment of Mr. Raghu Kumar (DIN: 01983106 and IDDB Registration Number: IDDB-DI-202412-067453) as an Additional Director (Non-Executive and Independent Director) of the Company. The Board also approved his appointment as an Independent Director, not liable to retire by rotation, for a term of three (3) consecutive years with effect from 06 August 2026, subject to approval of the Members by way of a Special Resolution.

Brief Profile of Mr. Raghu Kumar:

Mr. Raghu Kumar has over four decades of experience in the pharmaceutical, healthcare and consumer products sectors. He has held various senior leadership positions across leading multinational organizations, including Allergan, Novartis and Bayer, and has extensive experience in business transformation, strategic growth, operational excellence and talent development.

He currently serves as the Chairman and Independent Director of Emcutix Biopharmaceuticals Limited, a wholly owned subsidiary of Emcure Pharmaceuticals Limited.

Mr. Raghu Kumar holds a Bachelor's Degree (Honours) in Economics and Mathematics from St. Stephen's College, University of Delhi, and a Post Graduate Degree in Business Management (Marketing) from the Indian Institute of Management, Ahmedabad.

The Company has received all statutory disclosures and declarations necessary for directorship from Mr. Raghu Kumar, including his consent to act as an Independent Director of the Company and a declaration to the Board that he meets the criteria of independence as provided in the Act read with the Rules framed thereunder and the SEBI Listing Regulations.

Mr. Raghu Kumar is not debarred or disqualified from being appointed as an Independent Director of the Company by the SEBI/Ministry of Corporate Affairs or any such other statutory authority.

The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Raghu Kumar for the office of Director.

Based on the skills, expertise and competencies of Mr. Raghu Kumar, the Nomination and Remuneration Committee and the Board of Directors have recommended his regularisation as a Director and his appointment as an Independent Director of the Company for a term of 3 (three) consecutive years with effect from 06 August 2026 (including the period after attaining the age of 75 years). The Board is of the view that his knowledge and experience will contribute significantly to the growth of the Company.

In the opinion of the Board, Mr. Raghu Kumar fulfills all the conditions specified in the Act read with Rules made thereunder and the SEBI Regulations for being appointed as an Independent Director and he is independent of the management.

The terms and conditions of appointment of Independent Directors is uploaded on the website of the Company at www.emcure.com and shall also be made available for inspection through electronic mode to the Members of the Company.

During his tenure as an Independent Director of the Company, he shall be eligible to receive sitting fees and/or remuneration as per the Nomination and Remuneration Policy of the Company and applicable laws.

Except Mr. Raghu Kumar or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board of Directors hereby recommends passing of this resolution as set out in the Notice at item no. 8 for the approval of the Members as a Special Resolution.

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

Amruta Yangalwar

Place: Pune Company Secretary and Compliance Officer

Date: 06 August 2026

Membership No. A25687

Registered Office:

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



DETAILS OF DIRECTORS UNDER SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 45TH ANNUAL GENERAL MEETING (AGM) FOR THE ITEM NUMBERS 3, 4, 6, 7 AND 8:

Name of the Director	Mr. Berjis Desai	Mrs. Namita Thapar	Dr. Mukund Gurjar	Mr. Satish Mehta	Mr. Raghu Kumar
Age (Yrs.)	69 years	49 years	73 years	75 years	73 years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of first Appointment on the Board	03 April 1997	28 July 2014	23 July 2001	16 April 1981	06 August 2026
Relationship with other Directors of the Company	Not related to any Director of the Company	Daughter of Mr. Satish Mehta & Sister of Mr. Samit Mehta	Not related to any Director of the Company	Father of Mr. Samit Mehta and Mrs. Namita Thapar	Not related to any Director of the Company
Area of Expertise	a) Legal b) Finance c) Corporate Governance	a) Marketing & Sales b) Business Development c) Leadership d) Human Resources	a) Research & Development b) Education c) Industry expertise	a) Leadership b) Business Development c) Research & Development d) Manufacturing e) Corporate Governance f) Industry expertise	a) Sales b) Marketing c) Business Development
Qualifications	Mr. Berjis Desai holds a Master of Law degree (starred first) from the University of Cambridge.	Mrs. Namita Thapar holds a Chartered Accountant qualification and has completed her MBA from Duke University, USA.	Dr. Mukund Gurjar also holds a Degree of Doctor of philosophy from the Queen Elizabeth College, University of London	Mr. Satish Mehta holds a Master's degree in Science (Chemistry) from the University of Pune and Post Graduate Diploma in Business Administration from the Indian Institute of Management, Ahmedabad.	Mr. Raghu Kumar holds a B.A Hons Economics degree and a Post Graduate Degree in Business Management (Marketing) from the Indian Institute of Management, Ahmedabad.
Experience/ Brief Resume	Mr. Berjis Desai is a Lawyer and Author and has been on the Board since 1997. He has over 45 years of experience in transactional and dispute resolution laws. He is currently an independent legal counsel and a former Managing Partner of JSA.	Mrs. Namita Thapar is a Whole-time Director at the Company and previously served as Chief Financial Officer after her stint at Guidant Corporation, USA. She has also led the Company's India Business, its largest business unit. She is actively involved in promoting women's health and youth entrepreneurship and leads Incredible Ventures Ltd. She is a recipient of several prestigious awards and recognitions.	Dr. Mukund Gurjar is the Whole-time Director and Chief Scientific Officer of the Company. He has been associated with the Company since 23 July 2001. He has over 32 years of experience in pharmaceutical sciences and is a fellow at various national and international academies.	Mr. Satish Mehta is the Founder and a first-generation entrepreneur who established the Company in 1981. Under his leadership, the Company has grown into a global pharmaceutical player with presence in over 70 countries. He has been instrumental in driving growth, strategic alliances, and expanding capabilities across research, manufacturing, and biotechnology. Mr. Mehta is a motivated mentor with a focused and enlightened ability to foresee the future that has enabled the Company to grow over the years.	Mr. Raghu Kumar has over four decades of experience in the pharmaceutical, healthcare and consumer products sectors. He has held various senior leadership positions across leading multinational organizations, including Allergan, Novartis and Bayer, and has extensive experience in business transformation, strategic growth, operational excellence and talent development. He currently serves as the Chairman and Independent Director of Emcutix Biopharmaceuticals Limited, a wholly owned subsidiary of Emcure Pharmaceuticals Limited.
Names of listed entities in which the person also holds the directorship as on 31 March 2026	Listed Entity – 1) The Great Eastern Shipping Company 2) Man Infraconstruction Limited 3) Apollo Tyres Limited 4) Inventurus Knowledge Solutions Limited 5) Praj Industries Limited Other Companies – 1) Vista Intelligence Private Limited 2) Ambit Private Limited 3) Ambit Wealth Private Limited	Listed Entity –Delhivery Limited Other Companies – 1) Thapar Ventures Private Limited 2) Emcure Wellness Private Limited 3) Incredible Ventures Private Limited 4) Zuventus Healthcare Limited 5) Incredible Ideas Private Limited	Listed Entity - Nil Other Companies - Nil	Listed Entity -Nil Other Companies – 1) Zuventus Healthcare Limited 2) Emcutix Biopharmaceuticals Limited	Listed Entity -Nil Other Companies- 1) Emcutix Biopharmaceuticals Limited

Name of the Director	Mr. Berjis Desai	Mrs. Namita Thapar	Dr. Mukund Gurjar	Mr. Satish Mehta	Mr. Raghu Kumar
Listed entities from which the person has resigned in the past three years including Membership / Chairmanship of Committees of respective company	1) Nuvoco Vistas Corporation Limited 2) Jubilant FoodWorks Limited 3) Star Health and Allied Insurance Company Limited 4) Chambal Fertilizers and Chemicals Limited 5) NU Vista Limited 6) FeedSense AI Private Limited	Nil	Nil	1) Gennova Biopharmaceuticals Limited	Nil
Membership / Chairmanship of Committees of the board along with listed entities	Chairman: 1) Man Infraconstruction Limited: • Corporate Social Responsibility Committee • Management Committee 2) Ambit Private Limited: • Nomination and Remuneration Committee Member: 1) Man Infraconstruction Limited: • Nomination and Remuneration Committee • Risk Management Committee 2) The Great Eastern Shipping Company Limited • Audit Committee • Nomination and Remuneration Committee • Investor Service Committee (Share Transfer Committee) 3) Praj Industries Limited • Audit Committee • Nomination and Remuneration Committee 4) Inventurus Knowledge Solutions Limited • Audit Committee • Nomination and Remuneration Committee 5) Ambit Private Limited • Audit Committee	Chairperson: 1) Delhivery Limited: • Corporate Social Responsibility Committee Member: 1) Delhivery Limited: • Audit Committee	Chairman: Nil Member: Nil	Chairman: Nil Member: 1) Zuventus Healthcare Limited: • Nomination and Remuneration Committee	Nil
No. of Board Meetings attended during FY 2025-26	5 out of 6	5 out of 6	6 out of 6	6 out of 6	Not Applicable as Director is appointed on the Board on 06 August 2026.
No. of Shares held in the Company as on 31 March 2026 and % of paid-up Share Capital	Nil	50,71,200 (2.67%)	2,95,716 (0.16%)	7,53,96,748 (39.77%)	Nil
Terms and conditions of appointment or re-appointment	Not Applicable	To be re-appointed as Whole-time Director, liable to retire by rotation.	To be re-appointed as Whole-time Director for a term of 1 (One) year with effect from 28 August 2026.	To be re-appointed Managing Director & CEO, for a term of 5 (five) years with effect from 01 April 2027.	To be appointed as an Independent Director for first term of 3 (Three) consecutive years, not liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report and as included in the resolution set out in Item No. 6	As mentioned in the Corporate Governance Report and as included in the resolution set out in Item No. 7	The Board has approved to pay the sitting fees for attending the Board and committee meeting of the Company and other remuneration as per the Nomination and Remuneration Policy of the Company.