

27<sup>th</sup> May, 2026

<p><b>To,</b> <b>Department of Corporate Services</b> <b>BSE Ltd.</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.</p> <p><b>Ref.: Scrip Code No. : 540701 (Equity)</b> <b>: 975834, 976560 and 977467 (Debt)</b></p>	<p><b>To,</b> <b>The Manager,</b> <b>Listing Department,</b> <b>National Stock Exchange of India Ltd.</b> “Exchange Plaza”, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.</p> <p><b>Ref. : (i) Symbol – DCAL</b> <b>(ii) Series – EQ</b></p>
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**SUB.: SUBMISSION OF NOTICE OF EXTRA-ORDINARY GENERAL MEETING (“EGM”) AS PER REGULATIONS 30 AND 51 OF SEBI (LODR) REGULATIONS, 2015**

Dear Sir,

With reference to the captioned subject, please find enclosed herewith the copy of Notice of Extra-Ordinary General Meeting (“EGM”) of the Company scheduled to be held on **Friday, the 19<sup>th</sup> June, 2026 at IST 15:00 hrs. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”)**, in accordance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("Circulars").

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015 read with Regulation 44 of SEBI (LODR) Regulations, 2015 and Circulars, the shareholders of the Company are being provided the facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM through CDSL e-Voting platform. The procedure for participating/joining in the meeting through VC/OAVM and e-Voting are provided in Notice of EGM.



Dishman Carbogen Amcis Ltd  
Dishman Corporate House  
Iscon-Bopal Road, Ambli,  
Ahmedabad - 380058  
Gujarat, India  
CIN: L74900GJ2007PLC051338

+91 27 1742 0102  
dishman@dishmangroup.com  
www.imdcal.com



The e-Voting period commence on, **Tuesday, 16<sup>th</sup> day of June, 2026 at 9.00 a.m. and ends on Thursday, 18<sup>th</sup> day of June, 2026 at 5.00 p.m.** During this period, shareholders holding shares either in physical form or in dematerialised mode as on **Friday, 12<sup>th</sup> day of June, 2026 (cut-off date)** may cast their vote electronically.

Notice of the EGM is also available on the Company's website: [www.imdcal.com](http://www.imdcal.com).

Kindly take this on your record.

Thanking you.

Yours faithfully,  
**For, Dishman Carbogen Amcis Limited**

**Shrima Dave**  
**Company Secretary**

Encl.: As above



**DISHMAN CARBOGEN AMCIS LIMITED**

Regd. Office: Dishman Corporate House, Iscon-Bopal Road, Ambli,  
Ahmedabad - 380058.

Phone No.02717-420102/124

Email: [grievance@imdcal.com](mailto:grievance@imdcal.com), website:[www.imdcal.com](http://www.imdcal.com)

CIN: L74900GJ2007PLC051338

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**NOTICE**

**NOTICE** is hereby given that an **Extra-Ordinary General Meeting** (“EGM”) of the members of **Dishman Carbogen Amcis Limited** (“Company”) will be held on **Friday, 19<sup>th</sup> day of June, 2026** at **03:00 p.m. IST** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**INCREASE IN BORROWING LIMITS PURSUANT TO SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Board of Directors in their meeting held on March 17, 2017<sup>1</sup> and pursuant to Section 180(1)(c) of the Companies Act, 2013 (“**the Act**”) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if any, of the Act, to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for raising, borrowing and availing loans and other credit facilities from time to time with or without security, whether by way of loans, advances, debentures, bonds, foreign currency borrowings/bonds or any other instruments/securities whether convertible into equity/preference shares or not, from any person(s) including bank(s), financial or other institution(s), firm(s) and

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<sup>1</sup> Pursuant to the order no. O/47146/2016 dated December 16, 2016 of the Hon’ble High Court of Gujarat, the scheme of arrangement and amalgamation, *inter alia*, among the Company, Dishman Pharmaceuticals and Chemicals Limited, and Dishman Care Limited was approved/sanctioned, and the limits prescribed under the shareholders’ resolutions of the foregoing entities were merged. In this regard, the Company passed a board resolution dated March 17, 2017 setting out the limits approved by the foregoing entities, *inter alia*, under Section 180(1)(c) of the Act pursuant to special resolutions dated September 30, 2014, January 13, 2015, and September 30, 2014 of the shareholders of the Company (previously known as Carbogen Amcis (India) Limited), the erstwhile Dishman Pharmaceuticals and Chemicals Limited, and the erstwhile Dishman Care Limited, respectively, and aggregate limit under Section 180(1)(c) of the Act applicable to Company being, INR 1,700 Crores (Indian Rupees One Thousand and Seven Hundred Crores).

corporate body(ies), which when aggregated together with all existing borrowings of the Company (apart from the temporary loans and credit obtained from the Company's banker in the ordinary course of business) shall not exceed INR 4,000 crores (Rupees Four Thousand Crores only), exclusive of interest and other charges thereon, on such terms and conditions as the Board in its absolute discretion thinks fit;

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to determine the terms and conditions, finalise, settle and execute such documents, deeds, writings, papers, agreements as may be required, take such steps as may be necessary for obtaining regulatory or other approvals and consents, and to do all acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper, desirable and to resolve any question or difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

## **ITEM NO. 2**

### **APPROVAL FOR AVAILING LOAN FROM AAMANYA AG, PROMOTER GROUP ENTITY UNDER EXTERNAL COMMERCIAL BORROWINGS ("ECB") ROUTE AS A MATERIAL RELATED PARTY TRANSACTION**

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“Listing Regulations”**) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Foreign Exchange Management Act, 1999 (FEMA), and the Foreign Exchange Management (Borrowing and Lending) Regulations, 2026 read together with Foreign Exchange Management (Borrowing and Lending) (First Amendment) Regulations, 2026 together with any master directions issued by the Reserve Bank of India from time to time, subject to other applicable laws/statutory provisions, if any, and any Regulatory Authority approval(s), consent of the members of the Company be and is hereby accorded to avail an unsecured loan in the form of External Commercial Borrowings (**“ECB”**) route of Reserve Bank of India from Aamanya AG, Promoter Group entity of the Company, a related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, up to an amount of CHF 200 Million on an arm's length basis and in ordinary course of business, for the purposes, *inter alia*, as per indicative details given below and on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Board of Directors of the Company and such ECB may be drawn either in lump sum or different tranches upto the aforesaid amount:

Name of Related Party / Entity	Nature of Relationship	Nature and Particulars of Contract	Key Terms of Transaction
Aamanya AG	Aamanya AG is a Promoter Group entity of the Company. Aamanya AG beneficially owned by Mr. Arpit Vyas (Global Managing Director of the Company)	<p>External Commercial Borrowings of up to CHF 200 million. Subject to applicable law, the proceed of the ECB will be utilised by the Company for the following:</p> <ul style="list-style-type: none"> <li>• to refinance the existing rupee debt of the Company and its wholly owned subsidiaries;</li> <li>• working capital and capital expenditure requirements of the Company and its wholly owned subsidiaries;</li> <li>• general corporate purposes of the Company; and</li> <li>• any other purpose as permitted under applicable law.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Total Loan Amount: Up to CHF 200 Million</li> <li>▪ Security: Unsecured loan</li> <li>▪ Interest: SARON + 400 bps (all-in-cost), currently 4% p.a.</li> <li>▪ Maturity date: 10 years (Bullet repayment with an option of prepayment partially or fully).</li> </ul>

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the duly constituted Management Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to negotiate on terms & conditions including but not limited to the amount, rate of interest, tenure etc. of the ECB to be obtained from Aamanya AG and to further finalize, execute, sign, amend, modify, renew such agreements, schedules, annexes, supplements, memorandums, writings, deeds, papers, letters and documents as may be required for borrowing of such ECB and to submit the necessary documents, obtain necessary approvals and

provide the desired information to the relevant authorities, on behalf of the Company, for the purpose of obtaining the said ECB.”

**Registered Office**

Dishman Corporate House,  
Iscon-Bopal Road, Ambli,  
Ahmedabad - 380 058

**By Order of the Board of Directors**

**Shrima Dave**  
**Company Secretary**  
**Membership No.: A29292**

Date : 19<sup>th</sup> May, 2026

**NOTES**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India setting out material facts and the reason /rationale for the proposed special business.
2. The Ministry of Corporate Affairs (MCA) has vide its General Circular numbers 03/2025; 09/2024; 09/2023; 10/2022; 02/2022; 02/2021; 20/2020; 14/2020 and 17/2020 issued on 22<sup>nd</sup> September, 2025, 19<sup>th</sup> September, 2024, 25<sup>th</sup> September, 2023, 28<sup>th</sup> December, 2022, 5<sup>th</sup> May, 2022, 13<sup>th</sup> January, 2021, 5<sup>th</sup> May, 2020, 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively read with Circular numbers Circular numbers SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133; SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167; SEBI/HO/CFD/PoD-2/P/CIR/2023/4; SEBI/HO/CFD/CMD2/CIR/P/2022/62; SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/ P/2020 /79 issued by the Securities and Exchange Board of India (SEBI) on 3<sup>rd</sup> October, 2024, 7<sup>th</sup> October, 2023, 5<sup>th</sup> January, 2023, 13<sup>th</sup> May, 2022, 15<sup>th</sup> January, 2021 and 12<sup>th</sup> May, 2020 respectively (hereinafter collectively referred to as “**the Circulars**”), allowed Companies to hold Extra-Ordinary General Meeting (**EGM**) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with provisions of the Companies Act, 2013 (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Circulars, the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.

Central Depository Services (India) Limited (“**CDSL**”) will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-voting during the EGM. Instructions for participating/joining in the meeting through VC/OAVM and manner for e-voting and e-voting during the EGM is explained hereunder at Note No.12 below.

3. Pursuant to the MCA and SEBI Circulars, the Notice convening the EGM of the Company, and the e-voting instructions, are being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participants (“DPs”) / the Company. Members may note that the Notice of the EGM will also be available on the Company’s website [www.imdcal.com](http://www.imdcal.com), and on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).
4. In terms of the MCA circulars, since the EGM will be held through VC/OAVM, the facility for appointment of proxies by the members will not be available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional/ Corporate members are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution/ Authorization, authorizing its representative to attend the EGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent through its registered email address to the Scrutinizer at the email address viz. [csashokppathak@gmail.com](mailto:csashokppathak@gmail.com) or to the Company at [grievance@imdcal.com](mailto:grievance@imdcal.com).
6. In case of joint holders attending the EGM, only such joint holder who is higher in order of names will be entitled to vote.
7. **To support 'Green Initiative' shareholders who hold shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with their concerned Depository Participant. Shareholders who holds share in physical mode are requested to register their email addresses with the Company/ Registrar.**
8. Attendance of the Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Members holding shares in demat form are requested to intimate any change in their address and / or bank details immediately to their Depository Participants and to Registrar & Share Transfer Agent of the Company in case shares are held in physical form.
10. Any person who is not a member as on the cut-off date, should treat this Notice for information purposes only.
11. The voting rights of the Members shall be in proportion to their shareholding to the total issued and paid-up equity share capital of the Company as on the **cut-off date i.e., Friday, 12<sup>th</sup> day of June, 2026**, subject to the relevant provisions of Section 108 of the Act read with rules made thereunder.

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

12. Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. The procedure for attending meeting & e-Voting during the EGM is same as the instructions mentioned under the head “**INSTRUCTION FOR E-VOTING**”.
13. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned under the head “**INSTRUCTION FOR E-VOTING**”.
14. The Members can join the EGM in the VC/OAVM mode 60 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned hereunder in the Notes to the Notice. The facility of joining the EGM through VC/OAVM will be available for Members on first come first served basis.
15. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
16. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
17. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
18. *For ease of conduct, members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [grievance@imdcal.com](mailto:grievance@imdcal.com). The members who do not wish to speak during the EGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [grievance@imdcal.com](mailto:grievance@imdcal.com). These queries will be replied to by the Company suitably by email. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.*
19. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM.
20. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote e-voting and

are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

21. If any Votes are cast by the shareholders through the e-Voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
22. Shareholders who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
23. Members who need assistance before or during the EGM, can send a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

#### 24. E-Voting

In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended, Regulation 44 of SEBI Listing Regulations and the Circulars, the Company is pleased to provide the e-voting facility through Central Depository Services (India) Limited ("CDSL") to its Members holding shares in physical or dematerialized form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice (the "Remote e-voting").

The facility for voting during the EGM will also be made available. Members present in the EGM through VC/OAVM and who 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 the e-voting system during the EGM.

The information with respect to Voting Process and other instructions regarding Remote e-voting are detailed hereinafter under "**INSTRUCTION FOR E-VOTING**".

#### 25. General information on e-Voting

- (i) The e-Voting period commence on, **Tuesday, 16<sup>th</sup> day of June, 2026 at 9.00 a.m. and ends on Thursday, 18<sup>th</sup> day of June, 2026 at 5.00 p.m.** During this period, shareholders holding shares either in physical form or in dematerialised mode as on **Friday, 12<sup>th</sup> day of June, 2026 (cut-off date)** may cast their vote electronically. The e- Voting module will be disabled by CDSL for voting thereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
- (ii) Mr. Ashok P. Pathak, Practicing Company Secretary (Membership No. ACS: 9939; CP No: 2662) (Address: F-904, Titanium City Centre, 100 ft. Anand Nagar Road, Near Indian Oil Petrol Pump, Satellite, Ahmedabad-380015) has been appointed as the Scrutinizer to scrutinize the voting during the EGM and the Remote e-voting process in a fair and transparent manner.

- (iii) The Scrutinizer shall first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company.
- (iv) The Scrutinizer shall two working days from the conclusion of the EGM make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorised by him in writing, who shall countersign the same.
- (v) The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report will be displayed on the:
  - a) Notice Board of the Company at its Registered Office;
  - b) Company's website <https://imdcal.com/investor-relations>;
  - c) CDSL website [www.evotingindia.com](http://www.evotingindia.com) and
  - d) Stock exchanges' website [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

### INSTRUCTION FOR E-VOTING

#### Instructions and Procedure for Remote e-voting, attending meeting and e-voting during the EGM

- (i) The voting period begins on **Tuesday, 16<sup>th</sup> day of June, 2026 at 9.00 a.m. and ends on Thursday, 18<sup>th</sup> day of June , 2026 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Friday, 12<sup>th</sup> day of June, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account**

holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual Members holding securities in Demat mode** is given below:

Type of <u>Members</u>	Login Method
Individual <u>Members</u> holding securities in demat mode with <b>CDSL Depository</b>	<p>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Members holding securities in demat mode with NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting</p>
<p><b>Individual Members (holding securities in demat mode) login through</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p>

their <b>Depository Participants (DP)</b>	Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual <u>Members</u> holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual <u>Members</u> holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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

	<b>For Physical Members and other than individual Members holding shares in Demat form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in Email sent or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN 260526008** for the relevant “**Dishman Carbogen Amcis Limited**” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES/THE COMPANY:**
- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **Company at [grievance@imdcsl.com](mailto:grievance@imdcsl.com) /RTA email id [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)**
- b) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. [csashokppathak@gmail.com](mailto:csashokppathak@gmail.com) and to the Company at the email address viz [grievance@imdc.com](mailto:grievance@imdc.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

(xix) If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi at toll free no. 1800 21 09911.

#### Contact Details:

<b>Company</b>	<b>Dishman Carbogen Amcis Limited</b> e-mail ID: <a href="mailto:grievance@imdc.com">grievance@imdc.com</a> Phone No.: 02717-420102/124
<b>Registrar &amp; Transfer Agent Ahmedabad Office</b>	<b>MUFG Intime India Private Limited</b> <b>(formerly known as “Link Intime India Private Limited”)</b> 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near St. Xavier’s College Corner, Off C G Road , Ellisebridge, Ahmedabad - 380 006 Email: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> Phone. No. 079 – 2646 5179
<b>e-Voting Agency</b>	<b>Central Depository Services (India) Limited</b> Name of Official – Mr. Rakesh Dalvi Designation – Sr. Manager Address - 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013 E Mail ID - <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> <b>Phone/ Helpline No. / Toll free no. 1800 21 09911</b>
<b>Scrutinizer</b>	<b>Mr. Ashok P. Pathak, Practicing Company Secretary</b> Email: <a href="mailto:csashokppathak@gmail.com">csashokppathak@gmail.com</a>

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, as amended (“**Act**”), the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

### **Item No. 1:**

The Company is required to borrow funds from time to time to meet both its short term and long terms business objectives.

As per the provisions of section 180(1)(c) and other applicable provisions of the Companies Act 2013, (“**the Act**”) the Board of Directors require the consent of the Company in general meeting to borrow monies apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, in excess of the aggregate of the paid up capital, free reserves and securities premium or the borrowing limits already approved by the members of the Company.

The Company’s existing borrowing limits approved by the members is INR 1,700 Crores (Rupees Seventeen Hundred Crores only) which empowered the Board of Directors of the Company to borrow and raise money not exceeding INR 1,700 Crores.

To meet funding requirements of the business of Company, refinancing its existing high-cost debts and various other purposes including funding its growth plans, the Company is required to borrow monies from time to time including the proposed External Commercial Borrowing and the existing borrowing limits approved by the members is not adequate for the same. It is therefore desirable, to provide a sufficient borrowing limit to the Board. Therefore, it is proposed to increase the limits of borrowing to Rs. INR 4,000 crores (Rupees Four Thousand Crores only).

The Board recommends the passing of resolution as set out at Item No. 1 of the accompanying Notice for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of equity shares in the Company that may be held by them or any entity in which they may be deemed to be concerned or interested.

### **Item No. 2**

The Company wishes to avail External Commercial Borrowing (“**ECB**”) in foreign currency from Aamanya AG, a Swiss incorporated Promoter Group entity for an amount upto CHF 200 Million, primarily with the objective of:

- Repayment / prepayment of existing rupee loan of the Company and its wholly owned subsidiaries and release of any corporate guarantees and securities provided by the Company and its wholly owned subsidiaries in respect of such existing rupee loans resulting in removal of restrictions on the assets of the Company and its wholly owned subsidiaries under such security and guarantee arrangements ;
- Achieving reduction in interest costs of the Company;
- Improving liquidity profile and repayment flexibility of the Company;
- Supporting capital expenditure and working capital requirements of the Company and its wholly owned subsidiaries.

The Company would ensure to comply with all the regulatory requirements. The terms of the loan proposed to be availed by the Company from Aamanya AG would be beneficial to the Company. This transaction is proposed to be made in the ordinary course of business and on arm's length basis.

Further, Aamanya AG qualifies as a Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), being a Promoter Group entity beneficially owned by Mr. Arpit Vyas (KMP), and accordingly, the proposed borrowing from Aamanya AG qualifies as a Related Party transaction.

Pursuant to the Regulation 23 of SEBI Listing Regulations, all material related party transactions and subsequent material modifications as defined by the audit committee, shall require prior approval of the shareholders through resolution. No related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Pursuant to the said Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of SEBI Listing Regulations.

The Audit Committee and Board, in their meetings held on May 19, 2026, has approved the said Related Party transaction, and has noted that the transaction is at arm's length and in the ordinary course of business. Further, the management also believes that the transaction is on an arm's length basis and is in the best interest of the Company. Since the said transactions may qualify as a material Related Party transaction under the Listing Regulations read with the Policy of the Company on Materiality of Related Party Transactions. Accordingly, the members' approval is sought for the same.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as well as Regulation 23(4) of Listing Regulations along with allied SEBI circulars and SEBI Industry standards are set forth below:

Sr. No.	Particulars	Details
a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Please refer <b>Annexure-I</b>
b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	<ul style="list-style-type: none"> <li>• Repayment / prepayment of existing rupee loan of the Company and its wholly owned subsidiaries and release of any corporate guarantees and securities provided by the Company and its wholly owned subsidiaries in respect of such existing rupee loans resulting in removal of restrictions on the assets of the Company and its subsidiaries under such security and guarantee arrangements;</li> <li>• Achieving reduction in interest costs of the Company;</li> <li>• Improving liquidity profile and repayment flexibility of the Company since the Company will be required to pay interest on the proposed ECB after the moratorium period of 2 years and have an elongated repayment period of 10 years;</li> <li>• Supporting capital expenditure and working capital requirements of the Company and its wholly owned subsidiaries.</li> </ul> <p>For more details, please refer <b>Annexure-I</b></p>
c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the Certificate issued by Mr. Arpit J. Vyas, Global Managing Director (DIN: 01540057 and Mr. Harshil R. Dalal, Chief Financial Officer of the Company as required under the RPT Industry Standards.
d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit	The transaction with Material RPT has been approved by the Audit Committee in its meeting held on May

	Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	19, 2026 and the Board of Directors recommended the proposed transaction to the shareholders for approval.
e)	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
g)	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, no related party shall vote on above resolution.

The Board recommends passing of the Resolution(s) set out in Item No. 2 of the accompanying Notice as an Ordinary Resolution(s).

Except Mrs. Deohooti J. Vyas, Whole-time Director and Mr. Arpit J. Vyas, Global Managing Director and their relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the said transactions.

## Annexure I

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) and Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” dated June 26, 2025 are set forth below:

### Part A

#### A1: Basic details of the related party

Sr. No.	Particulars	Information provided by the Management
1	Name of the Related Party	Aamanya AG
2	Country of Incorporation of the related party	Switzerland
3	Nature of Business of the related party	Engages in the business of development of new molecules/ APIs and marketing and distribution of pharmaceutical products.

#### A2: Relationship and Ownership of the related party

Sr. No.	Particulars	Information
1	Relationship between the listed entity and the related party including its nature of concern	Entities over which one or more Promoter Director(s) or their relatives have significant influence/control/joint control; through voting power or otherwise.  Aamanya AG is a Promoter Group entity of the Company. Aamanya AG beneficially owned by Mr. Arpit Vyas (Global Managing Director of the Company)
2	Shareholding of the listed entity whether direct or indirect in the related party	Nil
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital,	Not applicable

	then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	
4	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil (as on date)

### A3: Details of previous transactions with related party

Particulars	Details						
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	CARBOGEN AMCIS Innovations AG (“CGAMIN”), subsidiary of the Company: <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Agreement to transfer of rights of Vitamin D related technology by Aamanya AG to CGAMIN.</td> <td>CHF 6.44 million was paid out of total consideration of CHF 10 million</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2025-26	1.	Agreement to transfer of rights of Vitamin D related technology by Aamanya AG to CGAMIN.	CHF 6.44 million was paid out of total consideration of CHF 10 million
Sr. No.	Nature of Transactions	FY 2025-26					
1.	Agreement to transfer of rights of Vitamin D related technology by Aamanya AG to CGAMIN.	CHF 6.44 million was paid out of total consideration of CHF 10 million					
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil						
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						

### A4: Amount of the proposed transaction(s)

Particulars	Details
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto CHF 200 million (equivalent to approximately INR 2452 Crores) <i>Conversion rate of CHF into INR taken as on date of Board Meeting - 19.05.2026</i>
Whether the proposed transactions taken together with the transactions undertaken with	Yes

the related party during the current financial year would render the proposed transaction a material RPT?	
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<p>This shall be up to 83.63% of the annual consolidated turnover of the Company for FY 2025-26.</p> <p>The proposed related party transaction is being undertaken by the Company to, <i>inter alia</i>, refinance external indebtedness of the Company.</p> <p><i>Conversion rate of CHF into INR taken as on date of Board Meeting - 19.05.2026</i></p>
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<p>Not Applicable</p> <p>The related party is in the business of developing new molecules and does not currently have any business related turnover.</p>
Financial performance of the related party for the immediately preceding financial year:	<p>Aamanya AG follows Financial Year starts from January to December, which is different from the Financial Year follows by the Company.</p> <p>Based on the last Management Annual Accounts as on December 31, 2025, Other Income was INR 72.33 Crores, Profit After Tax was INR 58.91 Crores and Net Worth of Aamanya AG was INR 261.72 Crores.</p>

#### A5: Basic details of the proposed transaction

Particulars	Details
Specific type of the proposed transaction	Unsecured Long Term Borrowing in the form of External Commercial

	Borrowings from the Promoter Group entity
Details of each type of the proposed transaction	ECB which can be drawn down in lumpsum or in tranches.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	10 years
Whether omnibus approval is being sought?	No
Value of the proposed transaction during a financial year.	Upto CHF 200 million (equivalent to approximately INR 2452 Crores)  <i>Conversion rate of CHF into INR taken as on date of Board Meeting - 19.05.2026</i>
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The funds shall be received either cumulatively or in tranches upto CHF 200 million.
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p><b>Proposed Transaction:</b></p> <p><u>Obtaining unsecured long term loan from the Promoter Group entity:</u></p> <p>Aamanya AG, in its capacity as a Promoter Group entity, will provide funds to the Company in the form of External Commercial Borrowings, as an unsecured loans.</p> <p>The proceeds of ECB (loan) shall be utilised for permitted purposes under RBI guidelines, including:</p> <ul style="list-style-type: none"> <li>• Repayment / prepayment of existing rupee loan of the Company and its wholly owned subsidiaries;</li> <li>• Working capital requirements of the Company and its wholly owned subsidiaries;</li> <li>• Capital expenditure of the Company and its wholly owned subsidiaries;</li> <li>• General Corporate Purpose</li> <li>• Pending utilisation of the net proceeds of the ECB towards the</li> </ul>

purposes described in this section, our Company may deposit such proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market / mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

With a repayment period of 10 years from the date of disbursement, the Company shall have the option to prepay the loan, in full or in part, at any time during the tenure, without incurring any prepayment penalty.

**Rate of Interest:** SARON + 400 bps p.a. (all-in-cost), currently 4.00% p.a.

**Cost-Efficient Funding**

The proposed ECB at an interest rate of SARON + 400 bps, currently 4.00% p.a. is expected to be competitive compared to the Company's existing borrowing costs. This would result in reduction in overall finance cost, thereby improving profitability and cash flows and thus, enhancing shareholder value.

**Unsecured Nature of Borrowing**

The proposed loan is unsecured, which eliminates the need for creation of any charge on the Company's assets. This enable the Company and its subsidiaries to release any corporate guarantees and securities provided by the Company and its wholly owned subsidiaries in respect of such existing rupee loans resulting in removal of restrictions on the assets of the

Company and its subsidiaries under such security and guarantee arrangements.

### **Flexible and Favourable Terms**

The borrowing structure provides significant operational flexibility, *inter alia*:

- 10-year tenure with bullet repayment with an option of prepayment partially or fully, supporting long-term liquidity planning;
- Prepayment option at any time without any penalty, allowing the Company to optimise its capital structure based on market conditions;
- Moratorium on interest servicing for 2 years (paid-in-kind), easing near-term cash flow obligations;
- No material financial covenants except for Net Debt to Equity Ratio (on a consolidated basis) of 2:1, which reduces compliance burden and operational constraints;
- Absence of default interest or penal provisions, mitigating financial risk in stressed scenarios.

These features are not typically available in comparable third-party borrowings on similar terms.

### **Efficient Refinancing of Existing Debt**

The proceeds of ECB shall be utilised for permitted purposes under RBI guidelines, including:

- Repayment / prepayment of existing rupee loan of the Company and its wholly owned subsidiaries;
- Working capital requirements of the Company and its wholly owned subsidiaries;

- Capital expenditure of the Company and its wholly owned subsidiaries;
- General Corporate Purpose

Accordingly, the proposed transaction facilitates strategic refinancing of existing indebtedness at more favourable terms, leading to optimisation of capital structure.

### **Strengthening Liquidity and Cash Flow Profile**

The long tenure and structured repayment (bullet repayment with moratorium) will enhance the Company's liquidity profile and cash flow management, enabling better alignment of debt obligations with business cash flows.

### **Forex fluctuation**

Natural hedge:

The company's 97% of the revenue on consolidated basis is derived in foreign currency, a high portion of which is denominated in Swiss Francs (CHF). Thus, there is a natural foreign exchange hedge available, which takes away the requirement of hedging these foreign currency borrowings, resulting in savings in hedging costs. The Company may hedge its interest rate from time to time in order to benefit from lower interest rates.

### **Continued Promoter Support**

The transaction reflects strong financial backing and commitment from the promoter group, which reinforces the Company's credit profile and instils confidence among stakeholders, including lenders and investors. The Promoter(s) and the Promoter Group are committed to enhancing shareholder value by contributing significantly to improving

	<p>the Company's financial metrics, including cash flows and profitability on an unsecured basis.</p> <p><b>Arm's Length Nature and Commercial Rationale</b></p> <p>Even though the transaction is with a related party, the terms are commercially favourable and beneficial to the Company, and are aligned with the objective of prudent financial management. The absence of material restrictive covenants and penalties further strengthens its attractiveness vis-à-vis external financing alternatives.</p> <p>In view of the above, the proposed Related Party transaction is commercially advantageous, strategically aligned, and financially beneficial to the Company. The transaction is therefore considered to be in the best interest of the listed entity and its shareholders, and merits approval.</p>
<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:</p>	
a. Name of the Director/KMP	Mr. Arpit Vyas, Mrs. Deohooti J. Vyas, Directors and their relatives have interest in the transaction.
b. Shareholding of the director / KMP, whether direct or indirect, in the related party	100% Shareholding in Aamanya AG is held by Mr. Arpit J. Vyas.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
Other information relevant for decision making.	None

## Part B

### B5 Borrowings by the listed entity or its subsidiary

Particulars	Details
Material covenants of the proposed transaction	<p>There are no special rights.</p> <p>However, following are the financial and other covenants which the Company will be required to comply with during the tenure of the borrowing:</p> <ul style="list-style-type: none"> <li>○ Net Debt to Equity Ratio (on a consolidated basis) of 2:1 will not be exceeded during the tenure of the loan;</li> </ul> <p style="margin-left: 40px;">[Equity = Share Capital + Securities Premium + Reserves and Surplus/(Deficit) in statement of Profit &amp; Loss Account]</p> <ul style="list-style-type: none"> <li>○ Company shall not amend its constitutional documents if such amendment would adversely impact the ability of the Company to perform its obligations under the ECB loan agreement.</li> <li>○ Company shall not dispose-off its material assets.</li> </ul> <p>ECB shall be unsecured, with a repayment period of 10 (ten) years from the date of disbursement, with an option to prepay the loan, in full or in part, at any time during the tenure, without incurring any prepayment penalty.</p>
Interest rate (in terms of numerical value or base rate and applicable spread)	SARON + 400 bps (all-in-cost), currently 4% p.a.
Cost of borrowing	SARON + 400 bps (all-in-cost), currently 4% p.a.
Maturity / due date	10 years

Repayment schedule & terms	Bullet repayment with an option of prepayment partially or fully
Whether secured or unsecured	Unsecured
If secured, the nature of security & security coverage ratio	Not Applicable
The purpose for which the funds will be utilized by the listed entity / subsidiary	<p>The proceeds of ECB shall be utilised for permitted purposes under RBI guidelines, including:</p> <ul style="list-style-type: none"> <li>• Repayment / prepayment of existing rupee loan of the Company and its wholly owned subsidiaries;</li> <li>• Working capital requirements of the Company and its wholly owned subsidiaries;</li> <li>• Capital expenditure of the Company and its wholly owned subsidiaries;</li> <li>• General Corporate Purpose.</li> <li>• Pending utilisation of the net proceeds of the ECB towards the purposes described in this section, our Company may deposit such proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market / mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.</li> </ul>

### Part C

#### C4 Borrowings by the listed entity or its subsidiary

Particulars	Details
Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	

a. Before transaction	<p>Dishman Carbogen Amcis Limited</p> <p>Standalone: 0.15 Consolidated: 0.26 (as on 31.03.2026)</p> <p>(Net Debt/Total Equity) (Net Debt = Total Debt less Cash and Cash Equivalent and Investment in Deposits and Liquid Securities)</p>
b. After considering the ECB transaction	<p>Dishman Carbogen Amcis Limited</p> <p>Standalone: 0.15 Consolidated: 0.26</p> <p>(Net Debt/Total Equity) (Net Debt = Total Debt less Cash and Cash Equivalent and Investment in Deposits and Liquid Securities)</p> <p>Since the loan from the Promoter Group entity shall be <i>inter alia</i> utilized to refinance the existing debt at favorable terms, the net debt has been considered at the same level as existing on March 31, 2026.</p>
Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
a. Before transaction	<p>Dishman Carbogen Amcis Limited</p> <p>Standalone: 0.33 Consolidated: 1.08 (as on 31.03.2026)</p>
b. After considering the ECB transaction	<p>Dishman Carbogen Amcis Limited</p> <p>Standalone: 20.91 Consolidated: 2.23</p> <p>Since the loan from the Promoter Group entity shall <i>inter alia</i> be utilized to refinance existing debt of the</p>

	Company at favourable terms, including the tenure of 10 years, there shall be a significant improvement in the DSCR of the Company on standalone and consolidated basis.
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**Registered Office**

Dishman Corporate House,  
Iscon-Bopal Road, Ambli,  
Ahmedabad-380 058

**By Order of the Board of Directors**

**Shrima Dave**  
**Company Secretary**  
**Membership No.: A29292**

Date : 19<sup>th</sup> May, 2026