

October 16, 2026

To

BSE Limited
Corporate Relationship Department
25th Floor, P J Towers
Dalal Street, Fort,
Mumbai – 400 001
BSE Scrip Code: 524743

To

National Stock Exchange of India Ltd. Exchange
Plaza, 5th floor
Plot No. C/ 1, G Block,
Bandra-Kurla Complex Bandra (E),
Mumbai - 400 051
NSE Symbol: FISCHER

Dear Sir / Madam,

Sub : Submission of Postal Ballot Notice

This has reference to our letter dated October 14, 2026 intimating the Stock Exchanges regarding approval of Postal Ballot process relating to approval of certain related party transactions and increase in borrowing limits of the company. In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), we enclose the Postal Ballot Notice approved in the Board Meeting held on October 14, 2026 for your reference and record, we have sent it to the Shareholders on 16th October 2026 for obtaining their consent for the resolutions set out in the Notice of the Postal Ballot dated October 14, 2026.

Please take it on your records.

Thanking You,

Yours Truly,

For **FISCHER MEDICAL VENTURES LIMITED**

BALAJI GANDLA Digitally signed by BALAJI
GANDLA
Date: 2026.10.16 17:50:56 +05'30'

BALAJI GANDLA

COMPANY SECRETARY & COMPLIANCE OFFICER



FISCHER MEDICAL VENTURES LIMITED

CIN: L86900AP1993PLC118162

Registered Office: Survey No. 480/2 AP Medtech Zone, Nadupura Village, Pedagantyadu Mandal, Visakhapatnam, 530032

Corporate Office: Level 8, Prestige Palladium Bayan, No. 129-140 Greams Road, Chennai, Tamil Nadu, 600006

Mob: 9080966548; **E-mail:** cs@fischermv.com; **Website:** www.fischermv.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 and Ministry of Corporate Affairs ("MCA") General Circulars No.14/2020 dated 08th April 2020, No.17/2020 dated 13th April 2020, No.22/2020 dated 15th June 2020, No.33/2020 dated 28th September 2020, No.39/2020 dated 31st December 2020, No.10/2021 dated 23rd June 2021, No.20/2021 dated 08th December 2021 and No.03/2022 dated 05th May 2022, Circular No. 03/2025 dated 22nd September 2025 (collectively referred to as "MCA Circulars") Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for obtaining approval of the members, by way of Ordinary & Special Resolution, through postal ballot process, the voting on the resolutions covered in the Notice will take place through e-voting only and no physical ballots will be collected.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Companies Act, 2013 read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Company is pleased to provide the facility for voting through "electronic means" to enable members for casting their votes for e-Voting by selecting appropriate options for the Resolutions, in accordance with the provisions of the Companies Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 108 and 110 of the Companies Act, 2013, the Rules made thereunder and the MCA Circulars, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the MCA, for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions.

The detailed procedures for voting through "electronic means" are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, 09th October 2026. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The Board of directors (Board), in compliance with Rule 22(5) of the Rules, has appointed M/s. Nuren Lodaya and Associates, Company Secretary in Practice; Certificate of Practice No.24248 as Scrutinizer, at its meeting held on 14th October 2026, to scrutinize the Postal Ballot process (voting through "electronic means") in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting through "electronic means", namely by –

- (i) Casting their votes electronically from 17th October 2026 (9.00 a.m.) to 15th November 2026 (5.00 p.m.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit the report on the results of voting through "electronic means" to the Chairman or any one of the Directors of the Company, after completion of the scrutiny of voting by "electronic means".

The results will be announced by Chairman or any one of the directors of the Company, at the registered office/ Corporate office on or before Tuesday, the 17th November 2026. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website <https://www.fischermv.com> and will be forwarded to the Stock Exchanges where the Company's shares are listed. NSDL has been engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website.

The last date of voting, i.e., Sunday, the 15th November 2026 taken to be the date of passing of the said Resolutions by the members of the Company.

Members requiring any clarification may contact the registered office of the Company or through e-mail viz., cs@fischermv.com

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Companies Act, 2013, are open for inspection at the Corporate office, during office hours on all working days between 10.00 A.M. and 12.00 Noon till the date of announcement of the results of this Postal Ballot.

The said Notice of Postal Ballot have also been placed on the Company's website viz., <https://www.fischermv.com> for use by the Members also in the website of the stock exchanges where the shares of the Company are listed and website of the NSDL.

SPECIAL BUSINESSES:

ITEM NO. [1]: APPROVAL FOR CREATION OF SECURITY BY WAY OF FIRST-RANKING PARI PASSU FLOATING CHARGE OVER THE PRESENT AND FUTURE ASSETS OF THE COMPANY'S INDIAN MATERIAL SUBSIDIARIES IN CONNECTION WITH THE PROPOSED ISSUANCE OF SENIOR, SECURED, RATED, LISTED, REDEEMABLE, TAXABLE, TRANSFERABLE NON-CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Regulation 24(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) to the extent applicable, the applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**“SEBI NCS Regulations”**), the Articles of Association of Fischer Medical Ventures Limited (the **“Company”**) and other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any committee thereof or any person authorised by the Board) to create, provide and/or cause to be created, in favour of Catalyst Trusteeship Limited, the debenture trustee appointed in connection with the proposed issuance of senior, secured, rated, listed, redeemable, taxable, transferable non-convertible debentures (**“NCDs”**) on a private placement basis by the Company (**“Debenture Trustee”**), and/or such security trustee, security agent or other persons as may be designated in connection therewith, a first-ranking pari passu floating charge by way of hypothecation and/or mortgage or any other permissible mode of security creation, over the entire present and future current assets and the entire present and future fixed assets of Company's Indian material wholly owned subsidiaries, namely, M/s. Time Medical International Ventures (India) Private Limited and M/s. Flynncare Health Innovations Private Limited (**“Key Subsidiaries”**), to secure the payment and discharge of the principal amount of the NCDs, interest, additional interest, default interest, premium, fees, costs, charges, expenses and all other monies payable in connection therewith, together with all obligations and liabilities of the Company under the relevant transaction documents, on such terms and conditions as may be agreed upon by the Board and the relevant parties.

RESOLVED FURTHER THAT the aforesaid security may be created over the assets of the Key Subsidiaries, to the extent legally permissible and subject to the requisite corporate approvals of the respective Key Subsidiaries and compliance with applicable laws, including the execution of necessary security documents and registration, filing and perfection of the relevant security interests with the appropriate authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine and finalise the nature, extent, ranking, terms and conditions of the security, the assets to be secured, the manner of creation and perfection of the charge, the terms of the debenture trust deed and other financing and security documents, and to negotiate, execute and deliver all deeds, agreements, declarations, undertakings, instruments and other documents as may be necessary or expedient to give effect to this resolution, subject to the applicable laws and the approvals required thereunder, including the approval of the Members of the Company for any sale or disposal of the assets of the Key Subsidiaries upon enforcement of such security, to the extent required under Regulation 24(6) of the SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable, incidental or consequential to give effect to this resolution, including making the requisite filings with the Registrar of Companies, intimations to the stock exchanges, and such other filings, disclosures and compliances as may be required under applicable law.”

ITEM NO. [2]: APPROVAL FOR RELATED PARTY TRANSACTION IN CONNECTION WITH THE PROPOSED PLEDGE OF EQUITY SHARES OF THE COMPANY HELD BY THE PROMOTERS AND/OR HOLDING COMPANY/PROMOTER GROUP COMPANY AS SECURITY FOR THE PROPOSED ISSUANCE OF SENIOR, SECURED, RATED, LISTED, REDEEMABLE, TAXABLE, TRANSFERABLE NON-CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the SEBI LODR Regulations, the applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof, if any, for the time being in force and the rules made thereunder (the “**Act**”), and in accordance with the Company’s Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the proposed related party transaction, to the extent applicable, involving the creation of a first-ranking and exclusive upfront pledge over such number of equity shares of the Company held by Mr. Shankar Varadarajan and/or FMV Holdings Pte. Ltd (“**Promoters**”), and/or Promoter Group Company, namely, Mercatus Capital Pte. Ltd. ,in favour of the Debenture Trustee or such other security agent as may be appointed in connection with the proposed issuance of the NCDs, as may be required to maintain a minimum-security cover of 2.5 times (2.5x) the outstanding NCD amount.

RESOLVED FURTHER THAT the security cover shall be calculated on the basis of the trailing 30-day average mark-to-market (“**MTM**”) price of the equity shares of the Company or the latest closing price of such equity shares as on the immediately preceding business day, whichever is lower, in accordance with the terms of the relevant transaction and security documents.

RESOLVED FURTHER THAT in the event the security cover falls below 2.25 times (2.25x) the outstanding NCD amount, the Promoters and/or the Holding Company/Promoter Group Company shall, within 7 (seven) Working Days from the occurrence of such breach, pledge such additional equity shares of the Company as may be required to restore the security cover to at least 2.5x, in accordance with the terms and conditions of the relevant transaction and security documents.

RESOLVED FURTHER THAT the aforesaid pledge shall be created and maintained for securing the obligations arising in connection with the proposed issuance of NCDs, on such terms and conditions as may be mutually agreed upon among the Company, the Promoters and/or the Holding Company/Promoter Group Company, the Debenture Trustee and such other parties as may be involved in the transaction, subject to applicable laws and regulatory requirements.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any committee thereof or any person authorised by the Board) be and is hereby authorised to negotiate, finalise and approve the detailed terms and conditions relating to the pledge, including the number of equity shares to be pledged, the valuation methodology, security-cover monitoring mechanism, margin-maintenance obligations, events of default, enforcement provisions and other incidental terms, and to execute or cause to be executed the necessary pledge agreements, undertakings, declarations and other transaction documents, subject to the requisite approvals under applicable law.

RESOLVED FURTHER THAT the Board and the Company Secretary be and are hereby severally authorised to take all such steps, execute all such documents, make all necessary filings and disclosures, and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, in accordance with applicable law.”

ITEM NO. [3]: APPROVAL FOR CREATION OF PLEDGE OVER 100% OF THE EQUITY SHARES HELD BY THE COMPANY IN ITS KEY SUBSIDIARIES (INDIAN MATERIAL SUBSIDIARIES) IN CONNECTION WITH THE PROPOSED ISSUANCE OF SENIOR, SECURED, RATED, LISTED, REDEEMABLE, TAXABLE, TRANSFERABLE NON-CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Regulation 24(5) and other applicable provisions of the SEBI LODR Regulations, the applicable provisions of the SEBI NCS Regulations, the Articles of Association of the Company and other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board to create and provide, or cause to be created and provided, an upfront pledge over 100% (one hundred per cent) of the equity shares held by the Company in the Key Wholly Owned Subsidiaries, namely, Time Medical International Ventures (India) Private Limited and Flynncare Health Innovations Private Limited, as identified and set out in the explanatory statement to this resolution, in favour of the Debenture Trustee and/or such security agent or other persons as may be designated in connection with the proposed issuance of the NCDs, to secure the due payment and discharge of the principal amount of the NCDs, interest, additional interest, default interest, premium, fees, costs, charges, expenses and all other monies payable in connection therewith, together with all obligations and liabilities of the Company under the relevant transaction documents, on such terms and conditions as may be agreed upon by the Board.

RESOLVED FURTHER THAT the aforesaid pledge shall be created and maintained in accordance with the terms and conditions of the relevant pledge agreements, debenture trust deed and other transaction documents, and the Board be and is hereby authorised to determine and finalise the terms of such pledge, including the number and class of shares to be pledged, the manner of creation and perfection of the pledge, the rights and obligations of the parties, events of default, enforcement provisions and other incidental matters, subject to applicable laws and regulatory requirements.

RESOLVED FURTHER THAT pursuant to Regulation 24(5) of the SEBI LODR Regulations, and to the extent applicable, the approval of the Members be and is hereby accorded for any disposal of shares held by the Company in any of the Key Subsidiaries pursuant to the enforcement of the aforesaid pledge, where such disposal would result in the Company ceasing to exercise control over such Key Subsidiary, subject to compliance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute and deliver the pledge agreements, debenture trust deed, declarations, undertakings and such other deeds, documents and instruments as may be necessary or expedient in connection with the aforesaid pledge arrangement, and to make the requisite filings and disclosures with the Registrar of Companies, the stock exchanges, depositories and other authorities, as applicable.

RESOLVED FURTHER THAT the Board and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable, incidental or consequential to give effect to this resolution, subject to applicable laws and the requisite approvals.”

ITEM NO. [4]: APPROVAL FOR OBTAINING CORPORATE GUARANTEE FROM THE PROMOTER/HOLDING COMPANY FMV HOLDINGS PTE. LTD. IN CONNECTION WITH THE PROPOSED ISSUANCE OF SENIOR, SECURED, RATED, LISTED, REDEEMABLE, TAXABLE, TRANSFERABLE NON-CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the SEBI LODR Regulations, the applicable provisions of the Act, the Company’s Policy on [Materiality of Related Party Transactions] and on dealing with Related Party Transactions, and other applicable laws, rules, regulations and circulars, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded, to the extent applicable, for entering into and giving effect to the related party transaction involving the provision of an unconditional and irrevocable corporate guarantee to the extent of ₹350,00,00,000 (Rupees Three Hundred and Fifty Crore only), being the aggregate issue size of the NCDs, together with interest, additional interest, default interest, costs, charges, expenses and all other monies payable in connection therewith by the Holding Company, FMV Holdings Pte. Ltd. (hereinafter referred to as the **“Corporate Guarantor”**), on a joint and several basis with the other guarantors, in favour of the Debenture Trustee and/or the relevant beneficiaries, in connection with the proposed issuance of the NCDs, to secure the due payment and discharge of the principal amount of the NCDs, interest, additional interest, default interest, premium, fees, costs, charges, expenses and all other monies payable in connection therewith, together with all obligations and liabilities of the Company under the relevant transaction documents, on such terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT the aforesaid corporate guarantee may be executed and delivered by the Corporate Guarantor for such amounts, including the principal amount of the NCDs and all interest, costs, expenses and other secured obligations, and for such tenure and on such terms and conditions as may be set out in the relevant corporate guarantee documents and other transaction documents, subject to applicable laws and the requisite corporate approvals of the Corporate Guarantor.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any committee thereof or any person authorised by the Board) be and is hereby authorised to negotiate, finalise and approve the terms of the proposed corporate guarantee and the related transaction documents, including the scope of the guarantee, the guaranteed obligations, the duration, the invocation and enforcement provisions and other incidental terms, and to take all necessary steps in connection with the proposed NCD issuance, subject to applicable laws and the approvals required thereunder.

RESOLVED FURTHER THAT the Board and the Company Secretary be and are hereby severally authorised to execute or cause to be executed the necessary documents, make the requisite statutory filings and disclosures, and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, in accordance with applicable law.”

ITEM NO. [5]: APPROVAL FOR OBTAINING CORPORATE GUARANTEE FROM PROMOTER GROUP COMPANY MERCATUS CAPITAL PTE. LTD. IN CONNECTION WITH THE PROPOSED ISSUANCE OF SENIOR, SECURED, RATED, LISTED, REDEEMABLE, TAXABLE, TRANSFERABLE NON-CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the SEBI LODR Regulations, the applicable provisions of the Act, the Company’s Policy on [Materiality of Related Party Transactions and on dealing with] Related Party Transactions, and other applicable laws, rules, regulations and circulars, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded, to the extent applicable, for entering into and giving effect to the related party transaction involving the provision of an unconditional and irrevocable corporate guarantee to the extent of ₹350,00,00,000 (Rupees Three Hundred and Fifty Crore only), being the aggregate issue size of the NCDs, together with interest, additional interest, default interest, costs, charges, expenses and all other monies payable in connection therewith by Mercatus Capital Pte. Ltd. (hereinafter referred to as the **“Corporate Guarantor”**), on a joint and several basis with the other guarantors, in favour of the Debenture Trustee and/or the relevant beneficiaries, in connection with the proposed issuance of the NCDs, to secure the due payment and discharge of the principal amount of the NCDs, interest, additional interest, default interest, premium, fees, costs, charges, expenses and all other monies payable in connection therewith, together with all obligations and liabilities of the Company under the relevant transaction documents, on such terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT the aforesaid corporate guarantee may be executed and delivered by the Corporate Guarantor for such amounts, including the principal amount of the NCDs and all interest, costs, expenses and other secured obligations, and for such tenure and on such terms and conditions as may be set out in the relevant corporate guarantee documents and other transaction documents, subject to applicable laws and the requisite corporate approvals of the Corporate Guarantor.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any committee thereof or any person authorised by the Board) be and is hereby authorised to negotiate, finalise and approve the terms of the proposed corporate guarantee and the related transaction documents, including the scope of the guarantee, the guaranteed obligations, the duration, the invocation and enforcement provisions and other incidental terms, and to take all necessary steps in connection with the proposed NCD issuance, subject to applicable laws and the approvals required thereunder.

RESOLVED FURTHER THAT the Board and the Company Secretary be and are hereby severally authorised to execute or cause to be executed the necessary documents, make the requisite statutory filings and disclosures, and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, in accordance with applicable law.”

ITEM NO. [6]: POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS PURSUANT TO SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Act, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties / assets of the Company, both present and future, and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities / loans in any form (including by way of issue of debentures), excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time ₹1,000,00,00,000 (Rupees One Thousand Crore only), availed from any one or more banks and/or financial institutions and/or any other lending institutions in India or abroad and/or bodies corporate and/or debenture holders, in favour of such lenders, debenture trustees, debenture holders, security trustees or agents acting on their behalf, from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation / revaluation and all other monies payable by the Company in terms of loan agreement(s) / debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the lender(s) / agent(s) and trustee(s) of lender(s), debenture trustee(s) and/or debenture holder(s) in respect of such loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s) / agent(s) of lender(s) / trustee(s) of lender(s), debenture trustee(s) and/or debenture holder(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under the foregoing special resolution to any committee of directors of the Company or to any director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board and such persons authorised by the Board be and are hereby authorised to negotiate, finalise and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to settling any questions or resolving any difficulties that may arise in this regard.”

ITEM NO. [7]: INCREASE IN BORROWING LIMIT PURSUANT TO SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Act and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more banks and/or financial institutions and/or any other lending institutions in India or abroad and/or bodies corporate, whether by way of cash credit, advance, loans or bill discounting, issue of non-convertible debentures / fully convertible debentures / partly convertible debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings of the Company shall not exceed ₹1,000,00,00,000 (Rupees One Thousand Crore only) at any point in time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under the foregoing special resolution to any committee of directors of the Company or to any director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board and such person(s) authorised by the Board be and are hereby authorised to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settling any questions or resolving any difficulties that may arise in this regard.”

**By order of the Board
For FISCHER MEDICAL VENTURES LIMITED**

Place: Chennai

Date: 14th October 2026

**SD/-
Balaji Gandla
Company Secretary & Compliance officer**

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act, 2013 and the procedures for voting through “electronic means”.

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) [Listing Regulations] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons concerning the proposals as stated above is annexed hereto
2. Notice is being sent to the members whose names appear on the register of members / list of beneficial owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 09th October, 2026 (cut-off date)
3. The Notice is being sent to the members in electronic form only to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar Share Transfer Agent (in case of physical shareholding).
4. Members, who have received the Notice, are requested to cast their voting through the e-voting facility on or before Sunday, 15th November 2026 (5.00 P.M.)
5. Member(s) whose names appear on the Register of Members /List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
7. Pursuant to the provisions of Section 108 and 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
9. A member cannot exercise his / her vote by proxy on postal ballot.
10. The Board of Directors has appointed M/s. Nuren Lodaya and Associates, Company Secretary in Practice, Certificate of Practice No.24248 as Scrutinizers to conduct the postal ballot voting process (voting through electronic means), in a fair and transparent manner.

11. The Scrutinizer will submit the report to the Chairman or any other Board of Directors after the completion of scrutiny and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website <https://www.fischermv.com> and communicated to the Stock Exchanges.
12. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Sunday, 15th November 2026.
13. In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no.022-24994600.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have

	to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

	For example if folio number is 001*** and EVEN is 128753 then user ID is 128753001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to
2. with a copy marked to evoting@nsdl.co.in.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@fischermv.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) to cs@fischermv.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Key Information at a Glance:

Cut-off Date to determine eligible Members to vote on the resolution	09 th October 2026
Voting start time and date	9:00 a.m. (IST) on 17 th October 2026
Voting end time and date	5:00 p.m. (IST) on 15 th November 2026
Address and contact details of Registrar and Share Transfer Agent. Contact name:	M/s. Adroit Corporate Services Pvt Ltd. Address: 17-19, Jafferbhoy Ind. Estate, 1 st floor, Makhwana Road, Marol Naka, Andheri East, Mumbai – 400059 , Ph No.022 – 42270400 Fax No. 044-28142479.
Name, address and contact details of e-voting service Contact name	Amit Vishal, Assistant Vice President Pallavi Mhatre Senior Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India Contact details: evoting@nsdl.co.in ; Contact number- 022 - 4886 7000 and 022 - 2499 7000.
NSDL e-voting website address	https://www.evoting.nsdl.com

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

Item Nos. 1 to 5

Approval for creation of security over the assets of the Key Subsidiaries, pledge of shares and provision of corporate guarantees in connection with the proposed issuance of senior, secured, rated, listed, redeemable, taxable, transferable non-convertible debentures (“NCDs”)

Background, details, justification and benefits of the transaction(s):

The Company proposes to raise funds through the issuance of the NCDs on a private placement basis, the terms and conditions of which shall be determined and approved by the Board of Directors at a subsequent meeting.

In connection with the proposed issuance, it is proposed to obtain shareholders’ approval for certain security and credit support arrangements as mentioned below, as may be required by the debenture holders and/or the Debenture Trustee:

1. Creation of a first-ranking pari passu floating charge by way of hypothecation and/or mortgage over the entire present and future current assets and the entire present and future fixed assets of the Key Subsidiaries, namely, Time Medical International Ventures (India) Private Limited and FlynnCare Health Innovations Private Limited, which is the subject of Item No. 1.
2. Creation of a first-ranking and exclusive upfront pledge over such number of equity shares of the Company held by the Promoters and/or the Holding Company/Promoter Group Company as may be required to maintain a minimum security cover of 2.5 times the outstanding NCD amount, calculated on the basis of the trailing 30-day average mark-to-market (“MTM”) price of the equity shares or the latest closing price as on the immediately preceding business day, whichever is lower. If the security cover falls below 2.25 times, the Promoters and/or the Holding Companies shall, within 7 (seven) Working Days from the occurrence of such breach, pledge additional equity shares of the Company to restore the security cover to at least 2.5 times.
3. Creation of an upfront pledge over 100% of the equity shares held by the Company in the Key Subsidiaries.
4. Provision of unconditional and irrevocable corporate guarantees by the Key Subsidiaries in favour of the Debenture Trustee.
5. Provision of unconditional and irrevocable corporate guarantees by the Holding Company, namely, FMV Holdings Pte. Ltd. and Promoter Group Company, Mercatus Capital Pte. Ltd., on a joint and several basis with the other guarantors, in favour of the Debenture Trustee for the benefit of the debenture holders, to secure the obligations arising from the proposed NCD issuance.

Rationale and benefits of the proposed security arrangements

The aforesaid security and credit support arrangements are proposed to meet the security requirements that may be stipulated by the prospective debenture holders and/or the Debenture Trustee in connection with the proposed issuance of secured NCDs.

The proposed arrangements are intended to enhance the creditworthiness of the proposed NCD issuance, provide adequate security to the debenture holders, facilitate access to debt capital and support the Company's funding requirements. The precise terms of the proposed NCD issuance, including the amount, coupon, tenure, redemption terms, issue price, timing of issuance and other commercial terms, shall be determined by the Board at a subsequent meeting, taking into account prevailing market conditions, the Company's funding requirements and the interests of the Company and its stakeholders.

The approval of the shareholders is being sought for the aforesaid security arrangements so that the Company may proceed with the necessary documentation and implementation of the security package, subject to the final terms of the proposed NCD issuance and compliance with applicable laws.

The proposed creation of security over the assets of the Company and the Key Subsidiaries, pledge of equity shares of the Company held by the Promoters and/or the Holding Company/Promoter Group Company, pledge of shares of the Key Subsidiaries and provision of corporate guarantees by the Holding Companies and the Key Subsidiaries shall be implemented in accordance with the Act, the SEBI LODR Regulations, the applicable provisions of the SEBI regulations governing the proposed NCD issuance, and other applicable laws, as relevant to each arrangement.

The Board shall ensure that the relevant security documents, guarantee documents and other financing documents are executed on terms that are in the interests of the Company and in compliance with applicable laws. The Board may also take such steps as may be necessary to give effect to the aforesaid arrangements, including making statutory filings, obtaining approvals and completing the creation and perfection of the security.

The approval sought through this Postal Ballot is limited to the aforesaid security and credit support arrangements and shall not, by itself, constitute approval of the final issuance of NCDs, the specific issue size or the final commercial terms thereof. The issuance of NCDs shall be considered and approved separately by the Board at the appropriate time, in accordance with applicable law.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company, Holding Company, Promoter Group Company involved in the proposed arrangements.

Where any Director, Key Managerial Personnel or their respective relatives has an interest in any of the entities providing the proposed security or corporate guarantees, such interest shall be disclosed in accordance with applicable law.

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 14th October 2026, considered the proposal and is of the opinion that the proposed security and credit support arrangements are in the best interest of the Company and its stakeholders. Accordingly, the Board recommends the resolution set out in Item number 1 to 5 in the accompanying Postal Ballot Notice for approval by the shareholders of the Company by way of an Ordinary Resolution/Special Resolution, as applicable under law.

The shareholders are requested to consider and approve the resolutions.

Item Nos. 6 and 7

Approval for Borrowing Powers of the Board

In order to meet the Company's general corporate requirements, business expansion plans, working capital requirements and other funding needs, the Company may be required to raise funds from banks, financial institutions, investors, debenture holders and other lenders, from time to time, by way of loans, issuance of Non-Convertible Debentures ("NCDs") or other debt instruments, or through such other permissible modes of borrowing.

In connection with the aforesaid fund-raising activities, the Company may be required to create mortgages, charges, hypothecations or other security interests over its assets and properties, both present and future, in favour of the lenders, the Debenture Trustee or other persons entitled to such security, on such terms and conditions as may be agreed upon.

Accordingly, pursuant to Section 180(1)(a) of the Act, approval of the shareholders by way of a special resolution is sought to authorise the Board of Directors of the Company to create charges, mortgages, hypothecations and other security interests over the assets and properties of the Company, including the whole or substantially the whole of any undertaking of the Company, wherever applicable, in connection with the borrowings undertaken or to be undertaken by the Company, up to an aggregate value of ₹1,000,00,00,000 (Rupees One Thousand Crore only), subject to applicable laws.

Further, pursuant to Section 180(1)(c) of the Act, approval of the shareholders by way of a special resolution is sought to authorise the Board of Directors to borrow monies, from time to time, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium, subject to the condition that the total outstanding borrowings of the Company shall not exceed ₹1,000,00,00,000 (Rupees One Thousand Crore only) at any point in time.

The proposed approvals will provide the Board with the necessary flexibility to arrange funds and create the requisite security for the Company's business and operational requirements, on such terms and conditions as may be considered appropriate in the interests of the Company, subject to applicable statutory and regulatory requirements.

The specific terms of any borrowing, including the amount, tenure, interest rate, repayment terms, security arrangements and other conditions, shall be determined by the Board of Directors at the appropriate time, depending upon the Company's requirements and prevailing market conditions.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the resolutions set out at Item Nos. 6 and 7 of the accompanying Postal Ballot Notice for approval of the shareholders by way of Special Resolutions.

The shareholders are requested to consider and approve the resolutions.

Minimum information as per SEBI Industry Standards Disclosures

(I) Pledge of Promoters Shares and Corporate Guarantee from Holding Company

A(1)

Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	FMV Holdings Pte Ltd & Mr. Shankar Varadharajan ("Promoters of the Company")
2.	Country of incorporation of the related party	FMV Holdings Pte Ltd : Singapore
3.	Nature of business of the related party	FMV Holdings: Whole sale trade of variety of goods without dominant product(e.g Medical Devices etc.,) Mr.Shankar Varadharajan: Directorship in Various Companies

A(2)**Relationship and ownership of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control². While calculating indirect shareholding, shareholding held by relatives shall also be considered.	FMV Holdings: 50.78% Mr.Shankar: 12.31%

A(3)**Details of previous transactions with the related party**

S. No.	Particulars of the information	Information provided by the management									
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (INR)</th></tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table> Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	S. No.	Nature of Transactions	FY 2025-2026 (INR)							NIL
S. No.	Nature of Transactions	FY 2025-2026 (INR)									
2.	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									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL									

Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	(i) A first-ranking and exclusive upfront pledge shall be created over such number of equity shares of Fischer Medical Ventures Limited ("FMVL") held by the Promoters and/ or Holding Company as may be required to maintain a minimum security cover of 2.5x of the proposed issuance of Rs. 350 Crores Non-Convertible Debentures ("NCD"s), such cover being computed on the basis of trailing 30-day average market-to-market (MTM) price of the equity shares or the latest closing value one business day prior (whichever is lower). In the event that the security cover falls below 2.25x, the Promoters and/or the Holding Company shall, within 7 (seven) Working Days from the occurrence of such breach, pledge additional equity shares of FMVL so as to restore the security cover to at least 2.5x. (ii) Unconditional and irrevocable Corporate Guarantee from M/s. FMV Holdings Pte Ltd for the Proposed issuance of Rs. 350 Crores Non-Convertible Debentures
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	250 % of value of listed entity's annual consolidated turnover in case of Pledge of Promoters shares
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	(i) 15.32% of Latest available Turnover of FMV Holdings Pte Ltd (FY 2024-25) (ii) Unconditional and irrevocable Corporate Guarantee from M/s. FMV Holdings Pte Ltd for the Proposed Non-Convertible Debentures
6.	Financial performance of the related party for the immediately preceding financial year: FMV Holdings Pte Ltd	

Particulars	<i>FY 2025-2026 (SGD)</i>
Turnover	17,572,213
Profit After Tax	(2,534,530)
Net worth	17,93,98,602
<i>Explanations:</i> <i>The above information is to be given on standalone basis. If standalone is not available, provide on</i>	

A(5)

Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.	(i) Pledge of Promoters shares for the Proposed Non-Convertible Debentures (ii) Unconditional and irrevocable Corporate Guarantee from M/s. FMV Holdings Pte Ltd for the Proposed Non-Convertible Debentures.
2.	Details of each type of the proposed transaction	(i) A first-ranking and exclusive upfront pledge shall be created over such number of equity shares of Fischer Medical Ventures Limited ("FMVL") held by the Promoters and/ or Holding Company as may be required to maintain a minimum security cover of 2.5x of the proposed issuance of Rs.350 Crores Non-Convertible Debentures amount, such cover being computed on the basis of trailing 30-day average market-to-market (MTM) price of the equity shares or the latest closing value one business day prior (whichever is lower). In the event that the security cover falls below 2.25x, the Promoters and/or the Holding Company shall, within 7 (seven) Working Days from the occurrence of such breach, pledge additional equity shares of FMVL so as to restore the security cover to at least 2.5x. (ii) Unconditional and irrevocable Corporate Guarantee from M/s. FMV Holdings Pte Ltd for the Proposed Non-Convertible Debentures ("NCD"s)
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till Repayment of proposed NCDs
4.	Whether omnibus approval is being sought?	No

5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The aforesaid security and credit support arrangements are proposed to meet the security requirements that may be stipulated by the prospective debenture holders and/or the debenture trustee in connection with the proposed issuance of secured NCDs. The proposed arrangements are intended to enhance the creditworthiness of the proposed NCD issuance, provide adequate security to the debenture holders, facilitate access to debt capital and support the Company's funding requirements.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding.
	a. Name of the director / KMP	FMV Holdings: 50.78%
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr.Shankar Varadharajan : 12.31%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NIL

(II) Corporate Guarantee from Promoter Group Company, Mercatus Capital Pte.Ltd

A(1)

Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mercatus Capital Pte.Ltd
2.	Country of incorporation of the related party	Singapore
3.	Nature of business of the related party	Management Consultancy Services

A(2)

Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control². While calculating indirect shareholding, shareholding held by relatives³ shall also be considered.	Mercatus Capital Pte.Ltd is indirectly holding 16.5 % in Fischer Medical Ventures Limited and also a Promoter Group Company

A(3)

Details of previous transactions with the related party

S. No.	Particulars of the information			Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.			NIL
	S. No.	Nature of Transactions	FY 2025-2026 (INR)	
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary.			

2.	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
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL

A(4)

Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Unconditional and irrevocable Corporate Guarantee from M/s. Mercatus Capital Pte Ltd for the Proposed issuance of Rs. 350 Crores Non-Convertible Debentures.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	100%
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Unconditional and irrevocable Corporate Guarantee from M/s. Mercatus Capital Pte Ltd for the Proposed Non-Convertible Debentures.
6.	Financial performance of the related party for the immediately preceding financial year:	
	Particulars	FY 2025-2026 (SGD)
	Turnover	2,77,633
	Profit After Tax	1,57,439
	Net worth	(5,76,046)
	Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	

Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Unconditional and irrevocable Corporate Guarantee.
2.	Details of each type of the proposed transaction	Unconditional and irrevocable Corporate Guarantee from M/s. Mercatus Capital Pte Ltd for the Proposed Non-Convertible Debentures.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till Repayment of proposed NCDs
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NIL
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The aforesaid security and credit support arrangements are proposed to meet the security requirements that may be stipulated by the prospective debenture holders and/or the debenture trustee in connection with the proposed issuance of secured NCDs. The proposed arrangements are intended to enhance the creditworthiness of the proposed NCD issuance, provide adequate security to the debenture holders, facilitate access to debt capital and support the Company's funding requirements.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding.
	c. Name of the director / KMP	(i) Mr.Ravindran Govindan (ii) Mr. Shankar Varadharajan
	d. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Ravindran Govindan Holds 100% shares in M/s. Mercatus Capital Pte Ltd

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NIL
9.	Other information relevant for decision making.	NIL

“RPT Industry Standards” notified by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025

Minimum Information to be provided to the shareholders for approval of Material RPTs:

- (1) The explanatory statement contained in the notice to the shareholders for seeking their approval for an RPT shall provide the minimum information so as to enable the shareholders to take a view whether the terms and conditions of the RPT are favorable to the listed entity.**

Yes. The explanatory statement contains the necessary information to enable the shareholders to take a view whether the terms and conditions of the RPT are favourable to the listed entity.

- (2) The notice to the shareholders seeking approval for any material RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:**

- (a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.**

Enclosed.

- (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.**

As per enclosed RPT Industry Standards

- (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.**

Yes. The Audit Committee at their meeting held on 14th October 2026, has reviewed the certificate provided by Managing Director and Chief Financial Officer, as required under the RPT Industry Standards.

- (d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.**

The Material RPT as disclosed in the notice for postal ballot dated 14th October 2026 has been approved by audit committee and board of directors at their respective meetings held on 14th October 2026 and recommended the same for shareholders approval.

- (e) Provide 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.**

The Audit Committee and Board affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.



(g) Any other information that may be relevant.

NIL

**By order of the Board
For FISCHER MEDICAL VENTURES LIMITED**

**Place: Chennai
Date: 14th October 2026**

**SD/-
Balaji Gandla
Company Secretary & Compliance Officer**
