



June 22, 2026

Ref: NEPHROPLUS/SE/52

To  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Mumbai - 400 001  
*Scrip Code: 544647*  
*Through: BSE Listing Centre*

To  
**National Stock Exchange of India Limited**  
5<sup>th</sup> Floor, Exchange Plaza, Bandra (E),  
Mumbai - 400 051  
*Scrip Symbol: NEPHROPLUS*  
*Through: NEAPS*

**Sub: Disclosure under Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').**

Pursuant to Regulation 30 and other applicable provisions, if any, of the SEBI Listing Regulations, we hereby inform that the Board of Directors of the Company, at its meeting held today, i.e., Monday, June 22, 2026, inter alia, considered and approved:

- a. The NephroPlus Employee Stock Option Scheme 2026 ("**ESOP 2026**" or the "**Scheme**"), as recommended by the Nomination and Remuneration Committee ("**NRC**"), together with its implementation in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to the approval of the shareholders of the Company and such other regulatory and statutory approvals as may be required.

The relevant details with respect to above item as required under SEBI Listing Regulations read with SEBI Master Circular Ref. No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 is enclosed as **Annexure I**.

- b. Provision of collateral/security support aggregating up to INR 70 Crore (Rupees Seventy Crore only) or its equivalent in any foreign currency, in favour of **NephroPlus Kidney Services Company, Kingdom of Saudi Arabia, an overseas step-down wholly owned subsidiary of the Company**, to enable it to avail fund-based and/or non-fund-based credit facilities, in compliance with the applicable provisions of the Foreign Exchange Management Act, 1999 and other applicable laws, rules and regulations.

The aforesaid approval is in supersession of the approval granted by the Board at its meeting held on May 19, 2026 for provision of collateral/security support aggregating up to INR 70 Crore in favour of **Nephrocare Health Services Saudi Arabia Company, Kingdom of Saudi Arabia, an overseas joint venture of the Company**, pursuant to the revised funding, ownership and operating structure proposed for the Saudi operations. Further, the requisite disclosures/details as required under the applicable SEBI Master Circular(s) and the SEBI Listing Regulations shall be appropriately

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**Nephrocare Health Services Limited** (Global Corporate Headquarters)  
(Formerly Nephrocare Health Services Private Limited)

5<sup>th</sup> Floor, D Block, iLabs Centre, Plot: 18, Software Units Layout, Survey No: 64, Madhapur, Hyderabad - 500 081, Telangana, India.

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CIN: L85100TG2009PLC066359 | GSTIN: 36AADCN1504A1Z8 | ISD GST: 36AADCN1504A2Z7



intimated and/or updated upon execution of the said guarantee / collateral support arrangement.

The aforesaid information is also being made available on the Company's website at [www.nephroplus.com](http://www.nephroplus.com)

**For Nephrocare Health Services Limited**  
*(Formerly Nephrocare Health Services Private Limited)*

**Kishore Kathri**  
**Company Secretary and Compliance Officer**  
**Membership No.: F9895**

Encl: as above

### Annexure I

| Sr. No. | Particulars  | Details   |
|---------|--|---|
| 1.      | Brief details of options granted   | <p>The Company proposes to grant employee stock options (“<b>Options</b>”) under the NephroPlus Employee Stock Option Scheme 2026 (“<b>ESOP 2026</b>” or the “<b>Scheme</b>”), subject to the approval of the shareholders of the Company and receipt of such regulatory, statutory and stock exchange approvals as may be required.</p> <p>The Options may be granted by the Nomination and Remuneration Committee (“<b>Committee</b>”), from time to time, in one or more tranches, to eligible employees of the Company and its subsidiary, associate and holding companies (where applicable), in accordance with the provisions of the Scheme.</p> <p>The eligibility of employees, quantum of options, exercise price, vesting schedule, performance and/or market-based conditions, exercise period and other terms and conditions of grant shall be determined by the Committee at its sole discretion and communicated through the respective grant letters.</p> <p>Each Option shall confer upon the eligible employee a right, but not an obligation, to subscribe to or acquire one fully paid-up equity share of face value ₹2/- each of the Company upon exercise, subject to the terms and conditions of the Scheme and applicable laws.</p> |
| 2.      | Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. | <p>Yes. The Scheme has been formulated in accordance with and is in compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“<b>SEBI (SBEB) Regulations</b>”], the Companies Act, 2013 and the rules made thereunder, and shall be administered and implemented in accordance with the applicable provisions thereof and such other laws, regulations, circulars, guidelines and regulatory requirements as may be applicable from time to time.</p>   |

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| 3. | Total number of shares covered by these options | The Scheme contemplates the grant of up to <b>20,06,814 (Twenty Lakh Six Thousand Eight Hundred Fourteen) employee stock options</b> , each convertible into one equity share of the Company having a face value of ₹2/- (Rupees Two only) each, aggregating up to <b>20,06,814 (Twenty Lakh Six Thousand Eight Hundred Fourteen) equity shares</b> , representing approximately <b>2% of the paid-up equity share capital of the Company</b> as on the date of approval of the Scheme. The equity shares arising upon exercise of the Options shall be issued and allotted by the Company in accordance with the terms of the Scheme.   |
| 4. | Pricing formula                                 | <p>The Exercise Price of the Options shall be determined by the Nomination and Remuneration Committee at the time of grant and specified in the relevant Grant Letter. The Committee shall have the discretion to determine the Exercise Price for each grant, subject to the provisions of the Scheme, the SEBI (SBEB) Regulations.</p> <p>The Exercise Price may be equal to, or lower than the prevailing Market Price of the Company's equity shares on the Grant Date; provided that grants involving a discount exceeding 20% of the prevailing Market Price shall be subject to such specific performance, business, strategic, market-based or other vesting conditions as may be determined by the Committee in accordance with the Scheme.</p> |
| 5. | Options vested                                  | <p>Options shall vest subject to continued employment/service and satisfaction of such vesting conditions, including time-based, performance-based, business, strategic and/or market-based conditions, as may be determined by the Committee and specified in the Grant Letter.</p> <p>As on date, no Options have been granted or vested under the Scheme.</p>   |
| 6. | Time within which option may be exercised       | Vested Options may be exercised within a period of up to 5 (five) years from the respective date of vesting or such shorter period as may be specified by the Committee in the Grant Letter, subject to the terms of the Scheme.   |
| 7. | Options exercised                               | Not applicable at this stage.  |

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| 8.  | Money realized by exercise of options                             | Not applicable at this stage.   |
| 9.  | Total number of shares arising as a result of exercise of options | Each Option granted under the ESOP Scheme shall represent a right, but not an obligation, to apply for and be allotted one (1) equity share of the Company having a face value of Rs. 2/- each, upon exercise of such Option in accordance with the provisions of the ESOP Scheme.  |
| 10. | Options lapsed  | Not applicable at this stage.   |
| 11. | Variation of terms of options                                     | The Nomination and Remuneration Committee shall have the authority to amend, modify or vary the terms of the Scheme and/or the Options granted thereunder in accordance with the provisions of the Scheme and applicable laws, subject to such approvals as may be required.  |
| 12. | Brief details of significant terms                                | <p>Options shall be granted, vested and exercised in accordance with the provisions of the Scheme and the SEBI (SBEB) Regulations. The Scheme shall be administered by the Nomination and Remuneration Committee of the Board.</p> <p>The Options granted under the Scheme shall vest over such period and subject to such time-based, performance-based, business, strategic, market-based and/or other conditions as may be determined by the Committee at the time of grant and specified in the relevant Grant Letter. The vesting period shall not be less than one year and may extend up to four years from the date of grant, except in cases specifically provided under the Scheme.</p> <p>Vested Options may be exercised within such period as may be specified by the Committee in the Grant Letter, subject to a maximum exercise period of five years from the respective date of vesting.</p> <p>The equity shares allotted pursuant to exercise of vested Options shall rank pari passu with the existing equity shares of the Company in all respects.</p> <p>The Scheme also contains provisions relating to treatment of Options in the event of resignation, termination, retirement, death, permanent incapacity, corporate actions, change in control,</p> |



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|     |  | surrender, cancellation, forfeiture, lapse, malus and clawback, all in accordance with the terms of the Scheme and the SEBI (SBEB) Regulations.  |
| 13. | Subsequent changes or cancellation or exercise of such options                       | Any future grant, vesting, exercise, cancellation, forfeiture, surrender, lapse, modification, adjustment or repricing of Options shall be carried out in accordance with the Scheme, the SEBI SBEB Regulations. |
| 14. | Diluted earnings per share pursuant to issue of equity shares on exercise of options | Not applicable at this stage since no Options have been granted or exercised.  |

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