

January 07, 2026

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
5th Floor, Exchange Plaza, Bandra (E),
Mumbai – 400 051
Scrip Symbol: NEPHROPLUS
Through: NEAPS

Subject: Notice of Postal Ballot dated January 05, 2026
Ref: Regulation 30 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Dear Sir/Madam,

Pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013, as amended (the ‘Act’) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (the ‘Rules’), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), as amended from time to time, Regulation 44 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings / conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the MCA from time to time (hereinafter collectively referred to as the “MCA Circulars”), and any other applicable laws and regulations, the Company has initiated the process of dispatching the Postal Ballot Notice dated January 05, 2026 (“the Notice”) along with Explanatory Statement on Wednesday, January 07, 2026, only through electronic mode to those members of **Nephrocare Health Services Limited** (“the Company”) whose email address was registered with the Company/ Depository Participant(s) as on Friday, January 02, 2026 (“Cut-off date”). The Company has also made arrangements for those members who have not yet registered their email id to get the same registered by following the procedure mentioned in the Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide remote e-voting facility.

Please find enclosed herewith Postal Ballot Notice along with explanatory statement, seeking approval of Members of the Company, by voting through electronic means (“remote e-voting”) only, for the following item(s) of business(es):

S No.	Particulars	Type of Resolution
1.	Re-appointment of Mr. Om Prakash Manchanda (DIN: 02099404) as an Independent Director of the Company.	Special Resolution
2.	To appoint M/s Makarand M. Joshi & Co., Company Secretaries in Practice as the Secretarial Auditor of the Company.	Ordinary Resolution



The remote e-voting facility to enable the members to cast their vote in electronic mode is provided through NSDL. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, may cast their vote electronically. The remote e-voting module will be disabled by NSDL for e-voting thereafter. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, January 2, 2026.

The details of remote e-voting period are as under:

Commencement of remote e-voting	At 9:00 a.m. IST on Thursday, January 08, 2026
End of remote e-voting	At 5:00 p.m. IST on Friday, February 06, 2026

The Board of Directors has appointed Ms. Rashida Hatim Adenwala (ICSI M.No. 4020; CP No. 2224), Founder Partner of M/s. R & A Associates, Company Secretaries, Hyderabad as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in fair and transparent manner.

The Postal Ballot Notice along with explanatory statement is available on the website of the Company at www.Nephroplus.com and is being uploaded on the website of NSDL at www.evoting.nsdl.com

The results of the e-voting will be declared by placing the same along with the Scrutiniser's Report on the Company's website viz; www.nephroplus.com, as well as on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of the NSDL at www.evoting.nsdl.com within two working days from the date of closure of e-voting.

This is for your information and records.

Yours Sincerely,

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

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



Nephrocare Health Services Limited

(formerly Nephrocare Health Services Private Limited)

CIN: U85100TG2009PLC066359

Regd. Off: 5th Floor, D Block, iLabs Centre, Plot 18, Software Units Layout, Sy. No. 64, Madhapur, Shaikpet, Hyderabad, Telangana, India - 500081; Tel: +91 40 4240 8039 | cs@nephroplus.com | www.nephroplus.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Remote e-voting starts on	Remote e-voting ends on
At 9:00 a.m. IST on Thursday, January 08, 2026	At 5:00 p.m. IST on Friday, February 06, 2026

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and other applicable provisions, if any, of the Act and the Rules made thereunder, read with General Circular No. 03/2025 dated September 22, 2025, 9/2024 dated September 19, 2024, 9/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the special business set out below is proposed for approval of the Members of Nephrocare Health Services Limited (formerly Nephrocare Health Services Private Limited) (the “**Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**e-voting/remote e-voting**”).

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (“**Notice**”) only by email to all its Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“**RTA**”) / Depositories as on Friday, January 02, 2026 (“**Cut-off Date**”). Accordingly, no physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is being sent to the Members. The communication of the assent or dissent of the Members shall take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the notes to receive this Notice. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act read with the Rules made thereunder setting out all material facts relating to the resolutions mentioned in this Notice is annexed hereto.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide remote e-voting facility. For further information, please refer to the notes in this Notice.

The Board of Directors have appointed Ms. Rashida Hatim Adenwala (ICSI M.No. 4020; CP No. 2224), Founder Partner of M/s. R & A Associates, Company Secretaries, Hyderabad as the Scrutiniser for conducting the Postal

Ballot, through e-voting process, in a fair and transparent manner and she has communicated her willingness to be appointed and remain available for the said purpose. The Scrutiniser's decision on the validity of the voting shall be final.

The Scrutiniser will submit her report, after the completion of scrutiny, to the Chairman of the Company or any other officer so authorized. The results of e-voting will be announced within two working days after the last date of voting and will be displayed on the Company's website www.nephroplus.com and will also be communicated to the Stock Exchanges and NSDL. The Company will also display the results of the Postal Ballot at its Registered Office. The last date of e-voting, i.e., Friday, February 06, 2026 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Om Prakash Manchanda (DIN: 02099404) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder, Regulation 16(1)(b), 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee vide its circular resolution dated January 02, 2026 and approval of the Board of Directors at its meeting held on January 05, 2026, Mr. Om Prakash Manchanda (DIN: 02099404), who was appointed as an Independent Director of the Company for a term up to February 10, 2026 and who being eligible for re-appointment, has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three (3) consecutive years commencing from February 11, 2026 and ending on February 10, 2029 (both days inclusive), on such terms and conditions as set out in his letter of appointment, including the remuneration in the form of sitting fees and commission for attending meetings of the Board and its Committees, as may be recommended by the Nomination and Remuneration Committee and approved by the Board from time to time, subject to the overall limits prescribed under the relevant provisions of the Companies Act, 2013 read with rules made thereunder and SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted or authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including resolving any questions, clarifications, difficulties or doubts that may arise in this regard, and to finalise, execute and deliver all such documents, agreements, papers and writings as may be required in connection therewith."

Item No. 2: To appoint M/s. Makarand M. Joshi & Co., Company Secretaries in Practice as the Secretarial Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Rules made thereunder, Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory modification(s) or re-enactment(s)

thereof for the time being in force], pursuant to the recommendations of the Audit Committee vide circular dated January 02, 2026 and approval of the Board at its meeting held on January 05, 2026, M/s. Makarand M. Joshi & Co., Company Secretaries in Practice, Mumbai (Firm Registration No.: P2009MH007000; Peer Review No.: 6832/2025) be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, from April 1, 2025 till March 31, 2030 to conduct audit of the secretarial and related records of the Company, at such remuneration as may be recommended by the Audit Committee and approved by the Board from time to time in addition to actual out of pocket expenses incurred by them to perform the audit and the applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted or authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including resolving any questions, clarifications, difficulties or doubts that may arise in this regard, and to finalise, execute and deliver all such documents, agreements, papers and writings as may be required in connection therewith.”

By order of the Board of Directors
For Nephrocare Health Services Limited
(formerly Nephrocare Health Services Private Limited)
Sd/-

Kishore Kathri
Company Secretary
ICSI M. No. F9895

Date: January 05, 2026
Place: Hyderabad

Regd. office:

5th Floor, D Block, iLabs Centre, Plot 18,
Software Units Layout, Sy. No. 64,
Madhapur, Shaikpet, Hyderabad,
Telangana, India - 500081
cs@nephroplus.com

Notes:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and SEBI Listing Regulations setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
2. The relevant details, pursuant to the provisions of SEBI Listing Regulations and SS-2, in respect of the Director seeking re-appointment are also annexed hereto.
3. The Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as on Friday, January 2, 2026 ("**cut-off date**"), as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services Limited (collectively referred to as "**Depositories**"). In compliance with MCA Circulars, the Notice is being sent to Members only in electronic form to the e-mail addresses registered with their Depository Participants ("**DPs**") (in case of electronic shareholding)/the Company's RTA (in case of physical shareholding). Physical copies of the Notice, postal ballot forms and pre-paid business envelope are not being sent to the Members for this Postal Ballot. Therefore, those Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below in the e-voting instructions.
4. The Notice is also available on the website of the Company at www.nephroplus.com on the website of stock exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the NSDL i.e., www.evoting.nsdl.com.
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company is offering an e-voting facility to all the Members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members. The instructions for e-voting are annexed to this Notice.
6. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, January 02, 2026, ("**Cut-Off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.
7. The facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
 - **Commencement of voting: Thursday, January 08, 2026 at 9:00 a.m. IST;**
 - **End of voting: Friday, February 06, 2026 at 5:00 p.m. IST (both days inclusive).**

The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

8. All the relevant documents referred to in this Notice and explanatory statement shall be available for inspection by the Members through electronic mode up to the last date specified for e-voting. The Members may write to the Company at cs@nephroplus.com in this regard.
9. A Member cannot exercise his/her vote through a proxy on a postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Corporate and institutional Members are requested to provide a proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to rashida@rna-cs.com with a copy marked to evoting@nsdl.com.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, PAN, mandates, nominations and power of attorney to their respective DPs in case the shares are held by them in dematerialized form;
 - Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details, as per SEBI Master Circular No.

SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 to their respective DPs as per the procedure prescribed by them.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the request in the specified formats, which are available on the website of the Company <https://nephroplus.com/investors>. Members are requested to submit the said details to their respective DP, in case the shares are in dematerialized form and to the RTA, in case the shares are held in physical form.
12. Members are requested to quote their DP ID and Client ID in case of shares held in dematerialized form, in their correspondence(s) to the Company.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company or the RTA of any change in address or nominee, if any appointed, to notify demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the respective DPs and holdings should be verified from time to time.

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

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 e-mail 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	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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

	<p>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.</p> <ol style="list-style-type: none"> 3. 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. 4. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed 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 re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; border: 1px solid #ccc; padding: 10px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL 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 facility are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login of Easi/Easiest the user will be also 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. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail 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.
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 re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. 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.

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 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.com or call at.: 022-48867000.
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800-21-09911.

B) Login method for e-voting 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 e-Services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login 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 101456 then user ID is 101456001***
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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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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.

Process for those shareholders whose e-mail 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.com 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 whose voting cycle is in active status.
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 Members:

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 rashida@rna-cs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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.: 022-48867000 or send a request to Sagar S. Gudhate, Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to cs@nephroplus.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), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.com; If you are an individual shareholder 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/member may send a request to evoting@nsdl.com 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, read with SEBI Master Circular No. SEBI/HO/CFD/PoD/CIR/P/0155 dated November 11, 2024, 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 e-mail ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 (“ACT”)

The following Statement sets out all material facts relating to Item Nos. 1 and 2 mentioned in the accompanying Notice.

Item No. 1:

The Members of the Company, at the Extra-Ordinary General Meeting held on November 30, 2021, approved the appointment of Mr. Om Prakash Manchanda (DIN: 02099404) as an Independent Director of the Company for a period of five (5) consecutive years, commencing from February 11, 2021 and ending on February 10, 2026. Mr. Manchanda has been associated with the Company since February 11, 2021, and his first term as an Independent Director is due to conclude on February 10, 2026.

In terms of the provisions of Section 149(10) of the Companies Act, 2013, read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Mr. Manchanda is eligible for re-appointment as an Independent Director for a second term, subject to the approval of the Members by way of a Special Resolution. Accordingly, it is proposed to re-appoint Mr. Om Prakash Manchanda as an Independent Director of the Company for the said second term.

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”) vide its circular resolution dated January 02, 2026 and the performance evaluation carried out in accordance with applicable provisions, the Board of Directors is of the view that Mr. Om Prakash Manchanda’s continued association as an Independent Director would be in the best interests of the Company and its shareholders, considering his extensive industry knowledge, leadership experience, professional integrity, independent judgment, and significant contributions to the Company over the years. The Board is satisfied that he continues to possess the requisite skills, expertise, and core competencies identified for effective functioning as an Independent Director and that his continued presence on the Board would be of immense value in providing strategic guidance and strengthening governance. Accordingly, the Board, at its meeting held on January 05, 2026, approved his re-appointment as an Independent Director, not liable to retire by rotation, subject to approval of the Members for a second term of three (3) consecutive years commencing from February 11, 2026 and ending on February 10, 2029 (both days inclusive), on such terms and conditions as set out in his letter of appointment. Further, in accordance with the Company’s Nomination and Remuneration Policy, Mr. Manchanda shall be entitled to receive remuneration by way of sitting fees for attending meetings of the Board and its Committees, reimbursement of expenses incurred for participation in such meetings, and commission on an annual basis, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors subject to the overall limits prescribed under the Act and rules made thereunder and SEBI Listing Regulations.

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, the Company has received requisite disclosures/declarations from Mr. Manchanda, including (i) consent to act as Director under section 152 of the Act in Form DIR-2; (ii) declaration under section 164 of the Act in Form DIR- 8 to the effect that he is not disqualified from being re-appointed as a Director; (iii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence under section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that in terms of NSE circular NSE/CML/2018/24 and BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority; (v) declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties (vi) disclosure of interest under section 184(1) of the Act in Form MBP-1; and all other necessary information/declarations. Mr. Manchanda has also confirmed that he has complied with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

The Company has also received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Manchanda fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at <https://nephroplus.com/investors> and would also be made available for inspection to the Members of the Company as per the details mentioned in the notes of this Notice.

Mr. Manchanda is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel of the Company.

Except Mr. Manchanda and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set forth at Item no. 1 of the accompanying Notice, for the approval of the shareholders as a special resolution.

Additional details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 2:

The Members are informed that, pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**), as amended, and the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee of the Company, vide its circular resolution dated January 02, 2026, recommended the appointment of M/s Makarand M. Joshi & Co., Practising Company Secretaries, Mumbai (Firm Registration No.: P2009MH007000; Peer Review No.: 6832/2025) as the Secretarial Auditor of the Company having regard to their professional credentials, peer review status, experience in handling secretarial audits of listed entities, and their demonstrated expertise in SEBI Regulations and corporate governance matters.

Based on the said recommendation, the Board of Directors, at its meeting held on January 05, 2026, approved the appointment of M/s Makarand M. Joshi & Co., Practising Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from April 1, 2025 up to March 31, 2030, for conducting the audit of the secretarial and related records of the Company, at such terms and conditions including remuneration of ₹2,75,000 (Rupees Two Lakh Seventy-Five Thousand only) per annum, plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred in connection with the audit. The remuneration may be revised from time to time, based on the recommendations of the Audit Committee and approval of the Board of Directors, having regard to the scope, complexity, and volume of work involved. Since this is a fresh appointment and there is no outgoing Secretarial Auditor, the requirement of comparison of fees or providing a rationale for change from an outgoing auditor is not applicable.

In this regard, the Company has received consent and eligibility confirmation from M/s Makarand M. Joshi & Co., confirming that they are eligible and not disqualified to be appointed as Secretarial Auditor in accordance with the provisions of Section 204 of the Companies Act, 2013, the rules made thereunder and Regulation 24A of the SEBI Listing Regulations. The consent letter, eligibility confirmation, peer review certificate has been made available for inspection.

It is further informed that, in terms of the applicable provisions, the appointment of the Secretarial Auditor also requires shareholders' approval; however, since the Company was listed mid-financial year and the secretarial audit for the relevant financial year is required to be completed within the prescribed statutory timelines, which fall prior to the ensuing Annual General Meeting proposed to be held by September 2026, it is proposed, as a

measure of abundant caution and to ensure timely regulatory compliance without prejudice to shareholders' rights, to seek shareholders' approval for the appointment of the Secretarial Auditor by way of postal ballot,

with the appointment thereafter being placed for regularisation before the shareholders at the ensuing Annual General Meeting, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 2.

The Board recommends the resolution set forth at Item no. 2 for the approval of the shareholders as an ordinary resolution.

By order of the Board of Directors
For Nephrocare Health Services Limited
(formerly Nephrocare Health Services Private Limited)

Sd/-

Kishore Kathri

Company Secretary

ICSI M. No. F9895

Date: January 05, 2026

Place: Hyderabad

Regd. office:

5th Floor, D Block, iLabs Centre, Plot 18,

Software Units Layout, Sy. No. 64,

Madhapur, Shaikpet, Hyderabad,

Telangana, India - 500081

cs@nephroplus.com

Details of Directors seeking re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Particulars	Mr. Om Prakash Manchanda
Director Identification Number (DIN)	02099404
Date of Birth	August 30, 1965
Age	60 years
Qualification	Mr. Manchanda holds a bachelor's degree in veterinary science and animal Husbandry from Haryana Agricultural University and a Post Graduate Degree in Management (Agriculture) from the Indian Institute of Management, Ahmedabad. He has also completed the Advanced Management Program from Harvard Business School, USA, and holds Investment Foundations Certificate of CFA Institute.
Brief resume of the Director	Mr. Manchanda is an Independent Director of the Company. He has been associated with the Company since February 11, 2021. He started his career in 1990, as a management trainee with Unilever Group of Companies in India (now Hindustan Unilever Limited) where he worked in various capacities including as area manager, innovation manager and business manager. Subsequently, in the year 1999, he joined Monsanto India Limited as national sales manager. Thereafter, in January 2003, he joined Ranbaxy Laboratories Limited. In October 2005, he joined Dr. Lal Path Labs Limited as its chief operating officer and in March 2025, he stepped down as managing director on completion of his term. He was awarded the EY entrepreneur of the year award in 2019 under the field of healthcare and life sciences. He was also awarded the Healthcare Personality of the Year award in 2020 by FICCI. He has nearly 35 years of work experience in the field of medical science and management.
Nature of expertise in specific functional areas	Mr. Manchanda's expertise includes healthcare operations, strategic leadership, business transformation, sales and marketing management, and corporate governance. His experience spans healthcare services, pharmaceuticals, diagnostics, consumer businesses, and large-scale operations, making his expertise particularly relevant to the Company's business, governance framework, and long-term growth strategy.
Skills and capabilities required for the role and the way such requirements are met	Mr. Manchanda brings strategic leadership and sound business judgement, backed by nearly 35 years of senior management experience across healthcare, diagnostics, pharmaceuticals, and consumer businesses, including his role as Managing Director of Dr. Lal Path Labs Limited. He possesses deep industry and operational expertise, having successfully built and scaled large, regulated, customer-centric healthcare operations with strong process and execution discipline. He offers robust corporate governance and regulatory oversight, supported by his experience as an Independent Director since February 11, 2021 and his exposure to listed company environments.
Date of first appointment on the Board of the Company	February 11, 2021
Remuneration last drawn (Sitting fee and Commission for FY 2024-25)	Rs. 1.50 million
Remuneration proposed to be paid	He is entitled to sitting fees and commission for attending meetings of the Board and its Committees, as may be recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the overall

	limits prescribed under the Companies Act, 2013 read with rules made thereunder and SEBI Listing Regulations.
Number of Board meetings of the Company attended during the financial year 2024-25	Total 8 (Eight) Board Meetings were held during FY 2024-25. Mr. Manchanda has attended 6 meetings during the year.
Directorships held in other Indian Public Limited Companies	1. Sundrop Brands Limited 2. Kaya Limited 3. IRIS AI Labs Private Limited
Chairman / Membership of Committees in other Indian Public Limited Companies	1. Sundrop Brands Limited a. Audit Committee – Member b. Stakeholders’ Relationship Committee – Member c. Nomination and Remuneration Committee – Member d. Risk Management Committee – Member e. Corporate Social Responsibility Committee – Member 2. Kaya Limited a. Audit Committee - Member
Listed entities from which the person has resigned in the past three years as Director	Dr. Lal Pathlabs Limited
Number of shares held in the Company including as a beneficial owner	3,36,435 equity shares of Rs. 2/- each (0.34%)
Relationship with other Directors and Key Managerial Personnel of the Company	No
