



05th February 2026

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400051.

NSE Symbol - NIDAN

Sub : Notice of Postal Ballot pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

This is in furtherance to the outcome of Board Meeting dated February 05, 2026 and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we enclose herewith a copy of the Postal Ballot Notice along with the Explanatory Statement and e-voting instruction for seeking approval of the Members of the Company in respect of the resolution as mentioned in the said Notice.

In accordance with the applicable provisions of law and the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Postal Ballot Notice along with the Explanatory Statement ("Notice") has been sent today, i.e. Thursday, February 05, 2026, to the shareholders of the Company through electronic means only, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, January 30, 2026, being the cut-off date. Further, pursuant to the relaxations granted by the Ministry of Corporate Affairs through its various circulars, no physical copy of the Postal Ballot Notice, postal ballot forms or pre-paid business reply envelope has been sent to the members.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided its Members with the facility to exercise their right to vote by electronic means in respect of the Ordinary Resolutions set out in the Postal Ballot Notice. The Remote E-voting facility shall commence on Friday, February 06, 2026 at 9.00 a.m. (IST) and shall end on Saturday, March 07, 2026 at 5.00 p.m. (IST).

The said Notice is also available on the Company's website at www.nidanhealthcare.co.in and on the website of Central Depository Services Limited ("CDSL") at www.evotingindia.com, which has been engaged by the Company to provide the remote e-voting facility to its members.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **Nidan Laboratories and Healthcare Limited**

Tejal Anil Jayakar
Executive Director & CFO
DIN 07984686



Swapnashilp, Behind Aarti Apt.
Vartak Road, Virar (West),
401303, Mumbai, India.



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19.45707, 72.81031



1800 2 333 999



+91 96576 41000



www.nidanhealthcare.co.in

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POSTAL BALLOT NOTICE

VOTING STARTS ON	VOTING ENDS ON
Friday, February 6, 2026 at 09:00 a.m. (IST)	Saturday, March 7, 2026 at 05:00 p.m. (IST)

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), read with the General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the Circulars issued earlier in this regard ("MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as may be amended from time to time, and subject to other applicable Rules, Laws, Regulations and Notifications to transact the Special Businesses as set out hereunder by passing Ordinary Resolutions by way of postal ballot only, by voting through electronic means ('remote e-voting').

Pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules framed thereunder and SEBI LODR, the statement pertaining to the said resolutions, setting out all material facts and reasons thereof is annexed to the Postal Ballot Notice ("Notice") for your consideration and forms part of this notice.

The Company has appointed Mr. Harshad Pusalkar of M/s. Pusalkar & Co., Practising Company Secretary, Mumbai, as the Scrutiniser for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner.

In compliance with the aforesaid MCA Circular, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with **NIDAN LABORATORIES AND HEALTHCARE LIMITED** ('the Company')/ **Bigshare Services Private Limited**, Mumbai, the Company's Registrars and Transfer Agent ('RTA') / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circular and SS-2, the Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its



Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.nidanhealthcare.co.in>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on March 07, 2026. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS:

1. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH JUNNAR SUGARS LIMITED.

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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/transactions/arrangements (whether by way of an individual transaction or series of transactions taken together) of sale, supply/purchase of goods and services to/from JUNNAR SUGARS LIMITED, selling or otherwise disposing of or buying, leasing of property of any kind to/ from JUNNAR SUGARS LIMITED, rendering/ availing of any services to/from JUNNAR SUGARS LIMITED, sale or purchase of fixed assets to/from JUNNAR SUGARS LIMITED, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from JUNNAR SUGARS LIMITED, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for entering into and/or continuing to enter into for a period of one year from the date of approval of the shareholders, with JUNNAR SUGARS LIMITED, a Related Party, up to an estimated annual value of Rs. 50 Crore (Rupees Fifty Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and JUNNAR SUGARS LIMITED provided that such Related Party Transactions shall be at the arm’s length basis and in the ordinary course of business.



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

2. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH SAN TRICA REALTORS LIMITED.

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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/transactions/arrangements (whether by way of an individual transaction or series of transactions taken together) of sale, supply/purchase of goods and services to/from SAN TRICA REALTORS LIMITED, selling or otherwise disposing of or buying, leasing of property of any kind to/from SAN TRICA REALTORS LIMITED, rendering/ availing of any services to/from SAN TRICA REALTORS LIMITED, sale or purchase of fixed assets to/from SAN TRICA REALTORS LIMITED, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from SAN TRICA REALTORS LIMITED, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for entering into and/or continuing to enter into for a period of one year from the date of approval of the shareholders with SAN TRICA REALTORS LIMITED, a Related Party, up to an estimated annual value of Rs. 5 Crore (Rupees Five Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and SAN TRICA REALTORS LIMITED provided that such Related Party Transactions shall be at the arm’s length basis and in the ordinary course of business.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”



3. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH AKANKSHA DEVELOPERS.

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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/transactions/arrangements (whether by way of an individual transaction or series of transactions taken together) of sale, supply/purchase of goods and services to/from AKANKSHA DEVELOPERS, selling or otherwise disposing of or buying, leasing of property of any kind to/from AKANKSHA DEVELOPERS, rendering/ availing of any services to/from AKANKSHA DEVELOPERS, sale or purchase of fixed assets to/from AKANKSHA DEVELOPERS, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from AKANKSHA DEVELOPERS, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for entering into and/or continuing to enter into for a period of one year from the date of approval of the shareholders with AKANKSHA DEVELOPERS, a Related Party, up to an estimated annual value of Rs. 5 Crore (Rupees Five Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and AKANKSHA DEVELOPERS provided that such Related Party Transactions shall be at the arm’s length basis and in the ordinary course of business.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

4. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH DR. NITIN VITTHALRAO THORAVE.

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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,



2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/transactions/arrangements (whether by way of an individual transaction or series of transactions taken together) of sale, supply/purchase of goods and services to/from DR. NITIN VITTHALRAO THORAVE, selling or otherwise disposing of or buying, leasing of property of any kind to/from DR. NITIN VITTHALRAO THORAVE, rendering/ availing of any services to/from DR. NITIN VITTHALRAO THORAVE, sale or purchase of fixed assets to/from DR. NITIN VITTHALRAO THORAVE, any transaction in the nature of loan/ advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from DR. NITIN VITTHALRAO THORAVE, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for entering into and/or continuing to enter into for a period of one year from the date of approval of the shareholders with DR. NITIN VITTHALRAO THORAVE, a Related Party, up to an estimated annual value of Rs. 5 Crore (Rupees Five Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and DR. NITIN VITTHALRAO THORAVE provided that such Related Party Transactions shall be at the arm's length basis and in the ordinary course of business.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

5. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH NIDAN HEALTHMALL PRIVATE LIMITED.

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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/transactions/arrangements (whether by way of an individual transaction or series of transactions taken together) of sale, supply/purchase of goods and services to/from NIDAN HEALTHMALL PRIVATE LIMITED, selling or otherwise disposing of or buying, leasing of property of any kind to/from NIDAN HEALTHMALL PRIVATE LIMITED, rendering/ availing of any services to/from NIDAN HEALTHMALL PRIVATE LIMITED, sale or purchase of



fixed assets to/from NIDAN HEALTHMALL PRIVATE LIMITED, any transaction in the nature of loan/ advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from NIDAN HEALTHMALL PRIVATE LIMITED, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, , for entering into and/or continuing to enter into for a period of one year from the date of approval of the shareholders with NIDAN HEALTHMALL PRIVATE LIMITED, a Related Party, up to an estimated annual value of Rs. 5 Crore (Rupees Five Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and NIDAN HEALTHMALL PRIVATE LIMITED provided that such Related Party Transactions shall be at the arm's length basis and in the ordinary course of business.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office:

SY No. 294/A H. No. 18,
Swapnashilpa, Behind Aarti Apartment,
Vartak Road, Virar (w) PIN: 401 303

Date: February 05, 2026
Place: Virar

By Order of the Board

For **NIDAN LABORATORIES AND HEALTHCARE LIMITED**

Sd/-

Tejal Anil Jayakar

Executive Director & CFO

DIN:07984686

NOTES:

1. The explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 thereto stating all material facts and reasons for the proposal set out in the resolutions are annexed herewith.

2. The Notice along with the instructions regarding remote e-voting is being sent only by email to all the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, January 30, 2026 ('Cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar & Transfer Agent, **Bigshare Services Private Limited** ('Bigshare'/'RTA').



3. Shareholders may note that the Notice will also be available on the website of the Company at <https://www.nidanhealthcare.co.in>, website of National Stock Exchange of India Limited at www.nseindia.com. As per the MCA Circulars, the Company will not be dispatching physical copies of Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to any shareholder for this Postal Ballot.

4. Those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the due procedure as stated in Note No. 12 of this Notice.

5. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will be considered for the purpose of remote e-voting in proportion to their shares in the paid-up Equity Share capital of the Company as on the Cut-off date. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.

6. Shareholders cannot exercise votes by proxy on Postal Ballot. A shareholder need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.

7. In terms of provisions of Sections 102, 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its shareholders. Details regarding User ID and Password along with other instructions relating to remote e-voting are set out in Note No. 13 below.

8. The voting period for remote e-voting commences on Friday, February 6, 2026 at 9:00 A.M. IST and ends on Saturday, March 7, 2026 at 5.00 P.M. IST. During this period, the shareholders holding equity shares either in physical form or in dematerialised form, as on the Cut-off date, may cast their vote(s) electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently or cast the vote again.

9. The Scrutinizer will submit report to the Chairman or any person authorised by him upon completion of scrutiny of the votes cast through remote e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The results of the remote e-voting declared along with the report of the Scrutiniser shall be placed on the website of the Company at <https://www.nidanhealthcare.co.in> and shall be communicated to the National Stock Exchange of India Limited, where the securities of the Company are listed.

10. The resolutions, if passed by the requisite majority through the Postal Ballot remote e-voting, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, March 7, 2026.



11. Procedure for Inspection of Documents: All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on cs@nidanhealthcare.co.in.

12. Procedure for registering the email address and obtaining the Notice and remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form):

(i) Those shareholder(s) who have not yet registered can get their e-mail address registered by contacting their respective Depository Participant.

(ii) Shareholders who have registered their e-mail address, mobile numbers, postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant, in case of shares held in electronic form.

13. General information and instructions relating to remote e-voting:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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



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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-</p>

securities in demat mode) login through their Depository Participants (DP)	Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL and NSDL

<u>Login type</u>	Helpdesk details
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
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.



5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

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

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@nidanhealthcare.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911



THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO. 1: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH JUNNAR SUGARS LIMITED**

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

JUNNAR SUGARS LIMITED is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees Fifty Crore or Ten Per Cent of The Annual Consolidated Turnover of the SME Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from JUNNAR SUGARS LIMITED, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 50 Cr. for a period of one year from the date of approval of the shareholders, Subject to approval of the Members by Postal Ballot. The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution by Postal Ballot. Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.



Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:

Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	
a)	Type, Material terms and particulars of contracts or arrangement	<ul style="list-style-type: none"> • Sale, supply/purchase of goods and services to/from JUNNAR SUGARS LIMITED, • Selling or otherwise disposing of or buying, leasing of property of any kind to/from JUNNAR SUGARS LIMITED, • Rendering/ availing of any services to/from JUNNAR SUGARS LIMITED, • Sale or purchase of fixed assets to/from JUNNAR SUGARS LIMITED, • Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time to/from JUNNAR SUGARS LIMITED, • Any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	JUNNAR SUGARS LIMITED in which Key Management Personnel and Relatives of Key Management Personnel have significant influence.
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for a period of one year from the date of approval of the shareholders based on the anticipated value of transactions.
d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs.50 crores.
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	203.83% of annual turnover of the Company for FY 2025.

f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE
B)	Justification of the Transactions	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	details of the source of funds in connection with the proposed transaction.	Internal accruals of Nidan Laboratories and Healthcare Limited.
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits given aggregating to, not exceeding Rs. 50 Crores outstanding at any point of time. <ul style="list-style-type: none"> • Tenure: up to 1 year, option to pre-close with 1 day's notice • Interest rate: Inter-corporate deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure. • The above inter-corporate deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE

E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm's length basis.
F)	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NOT APPLICABLE
G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mrs. Tejal Anil Jayakar, Mr. Krupesh Thakur, Directors of the Company and Mr. Nitin Thorve, Chief Executive Officer of the Company through Mr. Hariprit Nitin Thorve, Immediate Relative are interested.
H)	Any other information that may be relevant.	NONE

Accordingly, the Board recommends the Resolution set out in Item No.1 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO. 2: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH SAN TRICA REALTORS LIMITED

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

SAN TRICA REALTORS LIMITED is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees Fifty Crore or Ten Per Cent of The Annual Consolidated Turnover of the SME Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.



Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from SAN TRICA REALTORS LIMITED, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 5 Cr. for a period of one year from the date of approval of the shareholders Subject to approval of the Members by Postal Ballot. The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution by Postal Ballot. Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:

Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	
a)	Type, Material terms and particulars of contracts or arrangement	<ul style="list-style-type: none"> • Sale, supply/purchase of goods and services to/from SAN TRICA REALTORS LIMITED, • Selling or otherwise disposing of or buying, leasing of property of any kind to/from SAN TRICA REALTORS LIMITED, • Rendering/ availing of any services to/from SAN TRICA REALTORS LIMITED, • Sale or purchase of fixed assets to/from SAN TRICA REALTORS LIMITED, • Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms

		relating to interest/charges thereon including rollover/ extension of maturity from time to time to/from SAN TRICA REALTORS LIMITED, • Any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SAN TRICA REALTORS LIMITED in which Key Management Personnel and Relatives of Key Management Personnel have significant influence.
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for a period of one year from the date of approval of the shareholders based on the anticipated value of transactions.
d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs.5 crores.
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	20.38% of annual turnover of the Company for FY 2025.
f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE
B)	Justification of the Transactions	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	details of the source of funds in connection with the proposed transaction.	Internal accruals of Nidan Laboratories and Healthcare Limited.
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE

c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits given aggregating to, not exceeding Rs. 5 Crores outstanding at any point of time. • Tenure: up to 1 year, option to pre-close with 1 day's notice • Interest rate: Inter-corporate deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure. • The above inter-corporate deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE
E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm's length basis.
F)	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NOT APPLICABLE
G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Nitin Thorve, Chief Executive Officer of the Company through Mrs. Abhilasha Nitin Thorve, Immediate Relative is interested.
H)	Any other information that may be relevant.	NONE

Accordingly, the Board recommends the Resolution set out in Item No. 2 of the Notice for approval by the Members as an Ordinary Resolution.



ITEM NO. 3: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH AKANKSHA DEVELOPERS

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

AKANKSHA DEVELOPERS is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees Fifty Crore or Ten Per Cent of The Annual Consolidated Turnover of the SME Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from AKANKSHA DEVELOPERS, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 5 Cr. for a period of one year from the date of approval of the shareholders Subject to approval of the Members by Postal Ballot. The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution by Postal Ballot. Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:



Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	
a)	Type, Material terms and particulars of contracts or arrangement	<ul style="list-style-type: none"> • Sale, supply/purchase of goods and services to/from AKANKSHA DEVELOPERS, • Selling or otherwise disposing of or buying, leasing of property of any kind to/from AKANKSHA DEVELOPERS, • Rendering/ availing of any services to/from AKANKSHA DEVELOPERS, • Sale or purchase of fixed assets to/from AKANKSHA DEVELOPERS, • Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time to/from AKANKSHA DEVELOPERS, • Any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	AKANKSHA DEVELOPERS in which Key Management Personnel and Relatives of Key Management Personnel have significant influence.
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for a period of one year from the date of approval of the shareholders based on the anticipated value of transactions.
d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs.5 crores.
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	20.38% of annual turnover of the Company for FY 2025.
f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE



B)	Justification of the Transactions	Please refer to “Background, details, benefits and justification of the transaction” which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	details of the source of funds in connection with the proposed transaction.	Internal accruals of Nidan Laboratories and Healthcare Limited.
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits given aggregating to, not exceeding Rs. 5 Crores outstanding at any point of time. <ul style="list-style-type: none"> • Tenure: up to 1 year, option to pre-close with 1 day’s notice • Interest rate: Inter-corporate deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure. • The above inter-corporate deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE
E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm’s length basis.
F)	Percentage of counterparty’s annual consolidated turnover that is	NOT APPLICABLE

	represented by the value of the proposed RPT, on a voluntary basis	
G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Nitin Thorve, Chief Executive Officer of the Company who is interested.
H)	Any other information that may be relevant.	NONE

Accordingly, the Board recommends the Resolution set out in Item No. 3 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO. 4: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH DR. NITIN VITTHALRAO THORAVE.

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

DR. NITIN VITTHALRAO THORAVE is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees Fifty Crore or Ten Per Cent of The Annual Consolidated Turnover of the SME Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from DR. NITIN VITTHALRAO THORAVE, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 5 Cr. for a period of one year from the date of approval of the shareholders



Subject to approval of the Members by Postal Ballot. The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution by Postal Ballot. Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:

Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	
a)	Type, Material terms and particulars of contracts or arrangement	<ul style="list-style-type: none"> • Sale, supply/purchase of goods and services to/from DR. NITIN VITTHALRAO THORAVE, • Selling or otherwise disposing of or buying, leasing of property of any kind to/from DR. NITIN VITTHALRAO THORAVE, • Rendering/ availing of any services to/from DR. NITIN VITTHALRAO THORAVE, • Sale or purchase of fixed assets to/from DR. NITIN VITTHALRAO THORAVE, • Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time to/from DR. NITIN VITTHALRAO THORAVE, • Any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its	DR. NITIN VITTHALRAO THORAVE is a Chief Executive Officer of the Company.

	concern or interest (financial or otherwise);	
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for a period of one year from the date of approval of the shareholders based on the anticipated value of transactions.
d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs.5 crores.
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	20.38% of annual turnover of the Company for FY 2025.
f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE
B)	Justification of the Transactions	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	details of the source of funds in connection with the proposed transaction.	Internal accruals of Nidan Laboratories and Healthcare Limited.
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits given aggregating to, not exceeding Rs. 5 Crores outstanding at any point of time. <ul style="list-style-type: none"> • Tenure: up to 1 year, option to pre-close with 1 day's notice • Interest rate: Inter-corporate deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure.

		<ul style="list-style-type: none"> The above inter-corporate deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE
E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm's length basis.
F)	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NOT APPLICABLE
G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Nitin Thorve, Chief Executive Officer of the Company who is interested.
H)	Any other information that may be relevant.	NONE

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

ITEM NO. 5: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH NIDAN HEALTHMALL PRIVATE LIMITED.

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

NIDAN HEALTHMALL PRIVATE LIMITED is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As



per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees Fifty Crore or Ten Per Cent of The Annual Consolidated Turnover of the SME Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from NIDAN HEALTHMALL PRIVATE LIMITED, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 5 Cr. for a period of one year from the date of approval of the shareholders Subject to approval of the Members by Postal Ballot. The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution by Postal Ballot. Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:

Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	
a)	Type, Material terms and particulars of contracts or arrangement	<ul style="list-style-type: none"> • Sale, supply/purchase of goods and services to/from NIDAN HEALTHMALL PRIVATE LIMITED, • Selling or otherwise disposing of or buying, leasing of property of any kind to/from NIDAN HEALTHMALL PRIVATE LIMITED,

		<ul style="list-style-type: none"> • Rendering/ availing of any services to/from NIDAN HEALTHMALL PRIVATE LIMITED, • Sale or purchase of fixed assets to/from NIDAN HEALTHMALL PRIVATE LIMITED, • Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time to/from NIDAN HEALTHMALL PRIVATE LIMITED, • Any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	NIDAN HEALTHMALL PRIVATE LIMITED in which Key Management Personnel and Relatives of Key Management Personnel have significant influence.
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for a period of one year from the date of approval of the shareholders based on the anticipated value of transactions.
d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs.5 crores.
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	20.38% of annual turnover of the Company for FY 2025.
f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE
B)	Justification of the Transactions	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	



a)	details of the source of funds in connection with the proposed transaction.	Internal accruals of Nidan Laboratories and Healthcare Limited.
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<p>Inter-corporate deposits given aggregating to, not exceeding Rs. 5 Crores outstanding at any point of time.</p> <ul style="list-style-type: none"> • Tenure: up to 1 year, option to pre-close with 1 day's notice • Interest rate: Inter-corporate deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure. • The above inter-corporate deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE
E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm's length basis.
F)	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NOT APPLICABLE
G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Krupesh Thakur, Director of

		the Company and Mr. Nitin Thorve, Chief Executive Officer of the Company through Mr. Hariprit Nitin Thorve, Immediate Relative are interested.
H)	Any other information that may be relevant.	NONE

Accordingly, the Board recommends the Resolution set out in Item No. 5 of the Notice for approval by the Members as an Ordinary Resolution.

Registered Office:

SY No. 294/A H. No. 18,
Swapnashilpa, Behind Aarti Apartment,
Vartak Road, Virar (w) PIN: 401 303

Date: February 5, 2026

Place: Virar

By Order of the Board

For **NIDAN LABORATORIES AND HEALTHCARE LIMITED**

Sd/-

Tejal Anil Jayakar

Executive Director & CFO

DIN:07984686

