

February 7, 2025

BSE Limited

The Listing Department
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Fort, Mumbai 400 001
Maharashtra, India

BSE Scrip Code: 544309

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India

NSE Symbol: IKS

Dear Sir/Ma'am,

Sub: Submission of Postal Ballot Notice

Please find attached the Postal Ballot Notice (including instructions of e-voting) being sent to the members today seeking their approval through e-voting (Voting through electronic means) for the following special resolutions:

1. Ratification of "Employee Stock Option Plan 2022" of the Company.
2. Ratification of extension of benefits under "Employee Stock Option Plan 2022" of the Company to the employees of group companies including subsidiaries or associate companies of the Company.
3. Appointment of Ms. Theresa Anne Stone (DIN: 10831186) as an Independent Director
4. Appointment of Dr. Mary Klotman (DIN: 09768040) as a Non-Executive, Non-Independent Director
5. Variation in terms of appointment and remuneration of Mr. Sachin Gupta (DIN: 02239277), Whole-Time Director.

The calendar of events for the Postal Ballot are as follows:

Sr. No.	Event	Date
1.	Voting rights reckoning date/Cut-off date	Tuesday, February 4, 2025
2.	Completion of dispatch of Postal Ballot Notice	Friday, February 7, 2025
3.	E-voting period Start Date & Time	Monday, February 10, 2025 (9:00 a.m. IST)
4.	E-voting period End Date & Time	Tuesday, March 11, 2025 (5:00 p.m. IST)
5.	Date of Submission of Scrutinizer's Report	On or before Thursday, March 13, 2025
6.	Date of Announcement of Results of Postal Ballot	On or before Thursday, March 13, 2025



The Postal Ballot Notice is also being uploaded on the website of the Company at <https://ikshealth.com/investor-relations/>. We request you to take the same on record.

Thanking You

Yours sincerely,
Inventurus Knowledge Solutions Limited

Sameer Chavan
Company Secretary and Compliance Officer
Membership No. F7211

Encl: As above



Inventurus Knowledge Solutions Limited

CIN: U72200MH2006PLC337651

Registered & Corporate Office: Building No. 5 & 6, Unit No. 801, 8th Floor, Mindspace SEZ,
Thane Belapur Road, Airoli, Navi Mumbai, Thane, Maharashtra – 400 708, India

Telephone no.: +91 22 3964 3205 Email: company.secretary@ikshealth.com

Website: www.ikshealth.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed for approval by the Members of Inventurus Knowledge Solutions Limited (the “**Company**”) by means of Postal Ballot, only through remote e-voting process (“**remote e-voting**”), being provided by the Company to all its Members to cast their votes electronically from Monday, February 10, 2025 (9:00 a.m. IST) up to Tuesday, March 11, 2025 (5:00 p.m. IST), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and other applicable provisions of the Act read with its Rules, Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Securities and Exchange Board of India (“**SEBI**”) Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, (collectively, referred to as “**SEBI Circulars**”), 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 or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by MCA General Circular no. 09/2024 dated September 19, 2024 read with Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020, and General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024, (collectively, referred to as “**MCA Circulars**”) and SEBI Circulars, this postal ballot notice (“**Notice**”) is being sent by e-mail only to the Members whose e-mail addresses are registered with the Company/Depository Participant (“**DP**”)/Depository/Registrar and Share Transfer Agent of the Company. Accordingly, 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 only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘**Notes**’ section to this Notice.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Vicky Kundaliya (Membership No. FCS – 7716/ COP No. 10989), Proprietor of V. M. Kundaliya & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: <https://ikshealth.com/investor-relations/>

The remote e-Voting period commences from **Monday, February 10, 2025 (9:00 a.m. IST)** and ends on **Tuesday, March 11, 2025 (5:00 p.m. IST)**. Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the ‘Notes’ section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Tuesday, March 11, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the e-Voting.

SPECIAL BUSINESS:

1. RATIFICATION OF “EMPLOYEE STOCK OPTION PLAN 2022” OF THE COMPANY.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB Regulations”**), applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (**“Applicable Laws”**), the relevant provisions of the Memorandum of Association and Articles of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the Employee Stock Option Plan 2022 (**“Plan”**) as approved by the Members of the Company prior to the initial public offer of the Company, at the Extra-ordinary General Meeting held on April 22, 2022 and as amended pursuant to resolutions passed by the Members September 6, 2023 and March 28, 2024, be and is hereby ratified to be in conformity with the SEBI SBEB Regulations with a view to grant employees stock options (**“Options”**) to the employees of the Company post listing of its equity shares as may be determined by the Nomination and Remuneration Committee of the Board on such terms and conditions as provided in the Plan including the price or prices as may be determined by the Board in accordance with the Plan and provisions of Applicable Laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, sub-division or consolidation of equity shares, merger/ amalgamation, or sale of division/undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in the Plan) shall be appropriately made, in a fair and reasonable manner in accordance with the Plan.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the Board be and is hereby authorised to create, issue and allot fully paid-up equity shares to be issued / transferred to eligible employees on exercise of stock options from time to time in accordance with the Plan and the said equity shares shall rank *pari-passu* in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT that the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the Board be and is hereby authorised on behalf of the Company, to make any modifications, changes, variations, alterations or revisions in the Plan from time to time or to suspend, withdraw or revive the Plan from time to time, provided that such changes are not detrimental to the eligible employees and is in accordance with Applicable Laws, and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company in this regard.

RESOLVED FURTHER THAT authority be and is hereby granted to any Director or Key Managerial Personnel of the Company, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

2. RATIFICATION OF EXTENSION OF BENEFITS UNDER “EMPLOYEE STOCK OPTION PLAN 2022” OF THE COMPANY TO THE EMPLOYEES OF GROUP COMPANIES INCLUDING SUBSIDIARY COMPANIES OR ASSOCIATE COMPANIES OF THE COMPANY.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“**Applicable Laws**”), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the extension of benefits of Employee Stock Option Plan 2022 (“**Plan**”) of the Company to the eligible employees of a group companies including a subsidiaries or associate companies of the Company, in India or outside India, be and is hereby ratified to be in conformity with the SEBI SBEB Regulations, with a view to grant employees stock options (“**Options**”) to the employees of the group companies including a subsidiary companies or associate companies of the Company, post listing of its equity shares as may be determined by the Nomination and Remuneration Committee of the Board on such terms and conditions as provided in the Plan including the price or prices as may be determined by the Board in accordance with the Plan and provisions of Applicable Laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, sub-division or consolidation of equity shares, merger/ amalgamation, or sale of division/undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in the Plan) shall be appropriately made, in a fair and reasonable manner in accordance with the Plan.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the Board be and is hereby authorised to create, issue and allot fully paid-up equity shares to be issued / transferred to eligible employees on exercise of stock options from time to time in accordance with the Plan and the said equity shares shall rank *pari-passu* in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT that the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the Board be and is hereby authorised on behalf of the Company, to make any modifications, changes, variations, alterations or revisions in the Plan from time to time or to suspend, withdraw or revive the Plan from time to time, provided that such changes are not detrimental to the eligible employees and is in accordance with Applicable Laws, and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company in this regard.

RESOLVED FURTHER THAT authority be and is hereby granted to any Director or Key Managerial Personnel of the Company, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

3. APPOINTMENT OF MS. THERESA ANNE STONE (DIN: 10831186) AS AN INDEPENDENT DIRECTOR.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Theresa Anne Stone (DIN: 10831186), who was appointed as an Additional Director to hold office till the ensuing general meeting of the Company be and is hereby appointed as a director of the Company.

RESOLVED FURTHER THAT Ms. Theresa Anne Stone who meets the criteria for independence under Section 149(6) of the Act, the Rules made thereunder and Schedule IV 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, be and is hereby appointed as an Independent (Non-Executive) Director of the Company with effect from November 20, 2024, for a period of 5 (five) years i.e. till November 19, 2029, and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT authority be and is hereby granted to any Director or Key Managerial Personnel of the Company, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

4. APPOINTMENT OF DR. MARY KLOTMAN (DIN: 09768040) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR.

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 161 of the Companies Act, 2013 (the **Act**) read with the Rules framed thereunder, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Dr.

Mary Klotman (DIN: 09768040), who was appointed as an Additional Director of the Company in the category of Non-Executive, Non-Independent Director with effect from November 11, 2024 and who is eligible for appointment and has given her consent to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations, Dr. Mary Klotman shall continue to be a Non-Executive, Non-Independent Director notwithstanding that Dr. Mary Klotman attains the age of 75 years during her tenure.

RESOLVED FURTHER THAT authority be and is hereby granted to any Director or Key Managerial Personnel of the Company, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

5. VARIATION IN TERMS OF APPOINTMENT AND REMUNERATION OF MR. SACHIN GUPTA (DIN: 02239277), WHOLE-TIME DIRECTOR.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

”**RESOLVED THAT** in partial modification of the resolutions passed on January 27, 2023 and September 6, 2023, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“**Act**”) and Rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, pursuant to the recommendations of the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors, the relevant provisions of the Articles of Association of the Company and all applicable circulars issued by the Central Government from time to time, such other permissions, sanctions as may be required, approval of the Members of the Company be and is hereby accorded for variation in terms of appointment and remuneration of Mr. Sachin Gupta (DIN: 02239277), Whole-time Director of the Company, with immediate effect till his remaining tenure ending on November 9, 2027 as detailed below:

1. **Nature of duties:** Subject to the superintendence, control and directions of the Board, the Whole-time Director be entrusted to oversee the business of the Company, including performing duties as assigned by the Board from time to time.
2. **Remuneration:**
 - a) **Salary:** Not exceeding INR 10.20 Million per annum.
 - b) **Performance Bonus:** Variable pay as may be determined by the Board / NRC at its discretion from time to time, for an amount not exceeding INR 30.00 Million per annum.
 - c) **Benefits, perquisites and allowances:** Eligible for employee benefits consistent with the Company’s practices and in accordance with the terms of applicable benefit plans as may be in existence from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Sachin Gupta as the Whole-time Director, the Company has no profits or the profits are inadequate, approval of the Members of the Company be and is hereby accorded to pay him, the aforesaid remuneration as the maximum remuneration notwithstanding that such remuneration may be in excess of the individual or overall limits specified under Section 197 and other applicable Sections and Schedule V of the Act.

RESOLVED FURTHER THAT that the Board of Directors/ NRC be and is hereby authorised on behalf of the Company to alter the terms and conditions of the said re-appointment as may be deemed fit and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle matters, questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

Registered Office:

Building No. 5 & 6, Unit No. 801
8th Floor, Mindspace SEZ
Thane Belapur Road, Airoli,
Thane, Navi Mumbai
Maharashtra, India, 400708

For and on behalf of Board of Directors
Inventurus Knowledge Solutions Limited

Sameer Chavan
Company Secretary and Compliance Officer
Membership No. F7211

Place: Navi Mumbai
Date: February 5, 2025

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with the applicable Rules made thereunder setting out the material facts relating to the resolutions proposed to be passed is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to all the Members, whose names appear in 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, Tuesday, February 4, 2025 (“cut-off date”) and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).
3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
4. All the Members of the Company as on the cut-off date (including those Members, who may not have received this Notice due to non-registration of the email address with the Company /Depositories), shall be entitled to vote in relation to the resolutions specified in the Notice.
5. A copy of this Notice shall also be available on the Company’s website at <https://ikshealth.com/> the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
6. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or with Company’s Registrar and Share Transfer Agent. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with by raising request on with Company’s Registrar and Shre Transfer Agent, MUFG Intime India Private Limited on https://liiplweb.linkintime.co.in/helpdesk/Service_Request.html
7. All material documents referred to in the explanatory statement will be available for inspection without any fees / charges only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., March 11, 2025. Members may send their requests to company.secretary@ikshealth.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date.
8. Non-resident Indian members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
 - (a) the change in the residential status on return to India for permanent settlement; and
 - (b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
9. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and at least 1 (One) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company’s website at <https://ikshealth.com/>.
10. Resolutions, if approved, by the Members through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e. Tuesday, March 11, 2025.

Voting through Electronic Means

The remote e-voting period commences on **Monday, February 10, 2025 (9:00 a.m. IST)** and ends on **Tuesday, March 11, 2025 (5:00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the same will not be allowed to change subsequently.

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 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email ID in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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. Shareholders/Members can also download NSDL Mobile facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">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>
<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 Easi / Easiest 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 the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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 provider's 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the 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 e-Voting 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) login through their depository participants</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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 - 4886 7000

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on icon “Login” which is available under “Shareholder/member” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 the same, you need to enter the “Initial password” and system will force you to change the password.
 - c) How retrieve your “initial password”?
 - i) If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “Initial Password”.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose Email IDs are not registered.
6. If you are unable to retrieve or have not received “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 your 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 “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 open.
2. Select “EVEN” of the Company which is **132943** for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “submit” and also “confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vickyscrutinizer@gmail.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?” “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 : 022-4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose Email IDs are not registered with the depositories for procuring User ID and password and registration of Email IDs for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company.secretary@ikshealth.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 investor@tatatechnologies.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/members 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, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and Email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 1 and 2

RATIFICATION OF “EMPLOYEE STOCK OPTION PLAN 2022” OF THE COMPANY

RATIFICATION OF EXTENSION OF BENEFITS UNDER “EMPLOYEE STOCK OPTION PLAN 2022” OF THE COMPANY TO THE EMPLOYEES OF GROUP COMPANIES INCLUDING SUBSIDIARY COMPANIES OR ASSOCIATE COMPANIES OF THE COMPANY

The equity shares of the Company were listed on the BSE Limited and the National Stock Exchange of India Limited on December 19, 2024.

The “Employee Stock Option Plan 2022” (“**Plan**”) of the Company was approved by the Members by way of Special Resolution passed at the Extra-Ordinary General Meeting held on April 22, 2022, and the subsequent amendments to the Plan were approved by the Members at their Meetings held on September 6, 2023 and March 28, 2024 in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”). The Plan is presently being administered through Inventurus Employee Welfare Foundation (“**ESOP Trust**”) set-up for the benefit of the employees.

In terms of Regulation 12(1) of the SEBI SBEB Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme/plan formulated prior to listing of its shares, unless such scheme/plan is in conformity with the SEBI SBEB Regulations and is ratified by its Members after the listing of the shares of the Company.

Further in terms of provisions of Regulation 6(3) of the SEBI SBEB Regulations, approval of the Members by way of a separate resolution shall be obtained by the Company in case of grant of option to employees of group companies including subsidiaries or associate companies of the Company, in India or outside India.

Currently, the aggregate number of Options granted/to be granted by the Company under the Plan shall not exceed 24,000,000 (“**ESOP Pool**”).

The Board of Directors of the Company, at its meeting held on February 5, 2025, based on the recommendation of Nomination and Remuneration Committee (“**NRC**”) and subject to approval of Members, approved the proposal for ratification to the Plan and extension of the benefits of the said Plan to the employees of group companies including subsidiary companies or associate companies of the Company, in India or outside India.

Particulars as required under Regulation 6 (2) of the SEBI SBEB Regulations read with Part C of Schedule I of these Regulations are given below:

The salient features of the Employee Stock Option Plan 2022 are set out below:

Sr. No.	Requirement	Disclosure
1.	Brief description of the Plan	This plan shall be called Employee Stock Option Plan 2022 (the “ Plan ”). The Plan provides for grant of employee stock options (“ Options ”) to the eligible employees (as may be defined in the Plan) and as may be permissible under the Companies Act and the SEBI SBEB & SE Regulations. Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and

		<p>obtain equity shares of the Company, which shall be transferred to such employee subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.</p> <p>The Plan is administered through Inventurus Employee Welfare Foundation (“ESOP Trust”)</p>
2.	The total number of options to be granted	The cumulative aggregate number of Options to be granted in one or more tranches under the Plan shall not exceed 24,000,000. Each option when exercised would be converted into one equity share of Re. 1 (Rupee one Only) each fully paid-up.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the Plan	<p>“Eligible Employee(s)”/ “Employee(s)” means (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole time director (as defined under the relevant provisions of the Companies Act, 2013) or not, including a non-executive director who is not a promoter or member of the promoter group, but at all times excluding an independent director of the Company; an employee as defined in clauses (i) or (ii) of a group company including a Subsidiary company or its associate company, in India or outside India; but shall not include an employee who is a promoter or a person belonging to the promoter group; or a director who either their self or through their relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company. Provided however, a contractual employee can also be designated by the Company as an employee.</p>
4.	Appraisal Process for determining the eligibility of the employees to ESOPs	The appraisal process for determining eligibility shall be decided by the Board/NRC from time to time.
5.	Requirements of vesting and period of vesting	The Vesting Period means the period commencing from the date of Grant of Options and expiring on the date, on which the Option Holder becomes eligible to Exercise the Options.
6.	Maximum period within which the options shall be vested	The Board/NRC shall decide the maximum period within which the options shall be vested.
7.	Exercise price or pricing formula	The Board/NRC, in its absolute discretion, is authorized to determine the Exercise Price.
8.	Exercise Period and the process of exercise	All Vested Options will have to be exercised within 90 days of the vesting date or as specified in the grant letters issued to eligible employees or such other longer period as may be decided by the Board / NRC.
9.	The Lock-in period	The shares allotted upon exercise of stock options granted under the Plan shall not be subject to any lock in period.
10.	Maximum number of options to be granted per employee and in aggregate	The maximum number of stock options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant.

11.	Maximum quantum of benefits to be provided per employee under a scheme/plan	Any benefit other than grant of Options or consequential issue of equity shares is not envisaged under the Plan. Accordingly, the maximum quantum of benefits for employees under the Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the employee.
12.	Whether Emcure ESOS 2013 is to be implemented and administered directly or through a trust	The Plan is administered through the ESOP Trust.
13.	Whether the scheme/plan involves new issue of equity shares or secondary acquisition of equity shares or both	The Plan is administered through the ESOP Trust.
14.	Amount of loan to be provided for implementation of the scheme/plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.	For the purpose of acquisition of shares by the said trust, the ESOP Trust maybe funded by the Company, either through a loan or any other form of financial assistance permissible under Applicable Laws. The Company shall comply with the provisions of Companies Act, 2013 for administration and implementation of the Plan through ESOP Trust. Further, the ESOP Trust may take loan from banks or any other source under Applicable Laws.
15.	Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the scheme/plan	Any Secondary Acquisition by the ESOP Trust shall not exceed five percent of the paid up equity capital and free reserves of the Company as at the end of the previous financial year.
16.	Method for valuation of options	As per applicable Accounting Standards.
17.	Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	All Vested Options as on the date of termination shall lapse with immediate effect. All rights of an Option Holder there under shall stand extinguished. All Unvested Options as on the date of termination shall lapse with immediate effect. All rights of an Option Holder there under shall stand extinguished.
18.	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	All Vested Options yet to be exercised by an Option Holder as on his/her last day of working with the Company shall lapse with immediate effect and cannot be exercised forthwith. All Unvested Options of the Options Holder, as on the last day of his/her working with the Company shall lapse with immediate effect and cannot be exercised forthwith.
19.	Statement to the effect that the Company shall comply with the applicable Accounting Standards	The Company shall comply with the disclosures and the accounting policies as prescribed from time to time.
20.	Declaration	In case the Company opts for expensing of share-based employee benefits using the intrinsic value, if permitted by applicable regulations, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference

		on profits and on Earning Per Share of the Company shall also be disclosed in the Directors' Report.
21.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	The Plan does not provide for buy-back of securities covered under these Regulations. Subject to the provisions of the applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

There is no variation to the Plan and the said Plan is not detrimental to the interest of the employees.

The Plan will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., March 11, 2025. Members may send their requests to company.secretary@ikshealth.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

Pursuant to SEBI SBEB Regulations, the Board recommends the Special Resolutions at Item No. 1 and 2 of this Notice for approval by the Members.

None of the directors and key managerial personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent of Options that have been or are to be granted to them, in accordance with the applicable law.

ITEM NO. 3

APPOINTMENT OF MS. THERESA ANNE STONE (DIN: 10831186) AS AN INDEPENDENT DIRECTOR.

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on November 20, 2024, appointed Ms. Theresa Anne Stone (DIN: 10831186) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from i.e. from November 20, 2024 to November 20, 2029 (both days inclusive) subject to the approval of the Members through a special resolution.

The Company has received a declaration from Ms. Stone confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies. Further, Ms. Stone is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Nomination and Remuneration Committee ("NRC") and the Board are of the opinion that Ms. Stone is a person of integrity and possesses relevant expertise and experience and Ms. Stone fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board further noted that Ms. Stone's experience and expertise are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

As an Independent Director, Ms. Stone shall be entitled to remuneration in the form of commission and sitting fees for attending Board and Committee meeting(s) and reimbursement of expenses, if any, for participation in the Board and other meetings.

The resolution seeks the approval of Members for the appointment of Ms. Stone as an Independent Director of the Company for a period of 5 years i.e. from November 20, 2024 to November 20, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

The copy of terms and conditions of appointment of Ms. Stone as a Independent Director will be available for inspection, only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., March 11, 2025. Members may send their requests to company.secretary@ikshealth.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

The relevant information as required under the SEBI Listing Regulations and SS-2 forms part of this Notice.

No other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution as set out in Item no. 3 of this Notice for the approval of Members.

ITEM NO. 4

APPOINTMENT OF DR. MARY KLOTMAN (DIN: 09768040) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR.

Dr. Klotman was appointed on the Board of the Company as an Independent Director November 11 November, 2022 for a term of five years. She resigned from the post of Independent Director with effect from November 10, 2024. Subsequently she was appointed as an Additional Non-Executive Non- Independent Director with effect from November 11, 2024.

Subsequently, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Mary Klotman (DIN 09768040) as an Additional Director under category Non-Executive, Non-Independent Director with effect from November 11, 2024, subject to the approval of Members.

In terms of Section 161 of the Act, an Additional Director shall hold office up to the date of the next general meeting. The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of her appointment as a Director of the Company.

Given Dr. Klotman's expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail Dr. Klotman services as a Non-Executive, Non-Independent Director of the Company and her continuation on the Board even after attaining the age of 75 years will be in the interest of the Company.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 4 of this Notice for the approval of the Members.

As a Non-Executive Director, Dr. Klotman shall be entitled to remuneration in the form of commission and sitting fees for attending Board & Committee meeting(s) and reimbursement of expenses, if any, for participation in the Board and other meetings.

The relevant information as required under the SEBI Listing Regulations and SS-2 forms part of this Notice.

No other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5

VARIATION IN THE TERMS OF APPOINTMENT AND REMUNERATION OF MR. SACHIN GUPTA (DIN: 02239277), WHOLE-TIME DIRECTOR

The Members of the Company had approved appointment of Mr. Sachin Gupta (Non-Resident Indian) as a Whole-time Director of the Company on January 27, 2023 for a term of five years with effect from November 10, 2022. Subsequently, the terms of his appointment were modified pursuant to the approval of the Members on September 9, 2023. The Company is currently located in a Special Economic Zone as notified by Department of Commerce and Explanation II for clause (e) of Part I of Schedule V to the Companies Act, 2013 (the “Act”) provides an exemption to the Company on appointment of a Non-resident Indian occupying a position of Whole-time Director.

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board, the consent of the Members is sought for variation in terms of remuneration of Mr. Sachin Gupta, Whole-time Director as set out in the corresponding resolution.

Disclosure as required under Schedule V to the Act and the corresponding Rules is as under:

I. General Information:

(a) Nature of Industry

The Company provides a healthcare enablement platform focused on assisting US-based healthcare organizations deliver better, safer and cost-effective care through a strategic blend of technology and domain expertise. The Company offers diversified and unique healthcare solutions spanning the healthcare value chain in the US market.

(b) Date or expected date of commencement of commercial production

Not applicable, since the Company has already commenced the business activity.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

(d) Financial performance based on the given indicators

Performance of the Company for the financial year ended March 31, 2024 on standalone basis is set out as under:

Particulars	Amount (INR in million)
Revenue from Operations	8,726.91
Total Expenses	5,158.22
Profit Before Tax	3,897.02
Profit After Tax	3,369.08

(e) Foreign Investments or collaborators, if any:

Not applicable

II. Information about Mr. Sachin Gupta:

(a) Background details:

Mr. Sachin Gupta is a Whole-time Director of the Company and the Chief Executive Officer of Inventurus Knowledge Solutions Inc. (IKS Inc.), a wholly owned subsidiary of the Company. He holds a bachelor's degree in engineering (Computer Science) from the University of Pune and is also a member of the Young Presidents' Organization. He has over 16 years of experience in business management. In the past, he has been associated with Seletica Configurators India Private Limited, Majoris Systems Private Limited, and Lionbridge Technologies, Inc., gaining valuable experience in software and business development.

Mr. Gupta founded the Company and IKS Inc. (the "Organization") in 2006 and led it to emerge as the leading provider enablement platform, enabling large-scale provider groups in the United States to deliver better, safer, and more efficient care to their patients. With Mr. Gupta's unique blend of entrepreneurial spirit, executive acumen, and strategic vision, the Organization has grown to over 13,000 employees.

The Organization creates tremendous clinical and financial value for large provider groups and has built a profitable model that was recently valued at over \$3 billion during the Company's Initial Public Offering on the Indian stock exchanges.

(b) Past remuneration from the Company:

INR 10.20 Million per annum

(c) Recognition or awards:

None

(d) Job profile and his suitability:

Mr. Sachin Gupta, Whole-time Director of the Company has been instrumental in shaping the group's strategic direction and expansion of business.

(e) Remuneration proposed:

As provided in the corresponding resolutions.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration of Mr. Sachin Gupta is justifiable keeping in view his profile, extensive knowledge and vast experience in the industry. The remuneration payable has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size.

The remuneration of Mr. Sachin Gupta had been recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors at its meeting held on February 5, 2025, after considering the skills, expertise, knowledge and the proficiency required for the position.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Mr. Sachin Gupta is a Promoter and except the remuneration, he has no other pecuniary relationship directly or indirectly with the Company, its subsidiary, holding company and managerial personnel.

III. Other Information:

(a) Reasons of loss or inadequate profits:

Presently, the Company is making profits. However, as a prudent measure, the consent of the Members is being sought by way of a Special Resolution for variation in terms and conditions of appointment of Mr. Sachin Gupta, the Whole-time Director of the Company.

(b) Steps taken or proposed to be taken for improvement:

Not applicable.

(c) Expected increase in productivity and profits in measurable terms:

Not applicable.

The necessary documents relating to his variation of terms of his appointment will be available for inspection, only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., March 11, 2025. Members may send their requests to company.secretary@ikshealth.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

The relevant information as required under the SEBI Listing Regulations and SS-2 forms part of this Notice.

Except Mr. Sachin Gupta and his relatives, none of the other directors, Key Managerial Personnel and their relatives are any way concerned or interested, financially or otherwise, in the corresponding resolution.

The Board recommends the Special Resolution as set out in Item no. 5 of this Notice for the approval of Members.

Additional Disclosures as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 are as under:

Name	Ms. Theresa Anne Stone	Dr. Mary Klotman	Mr. Sachin Gupta
Age	54 years	70 years	48 years
DIN	10831186	09768040	02239277
Date of Birth (Age)	June 19, 1970 (54 years)	February 9, 1954 (70 years)	June 22, 1976 (48 years)
Date of first appointment on Board	November 20, 2024	November 11, 2024	December 1, 2006
Qualification	A bachelor's degree in arts from the College of the Holy Cross in Worcester, Massachusetts and a master's degree in business administration from the University of North Carolina at Chapel Hill	A degree of Doctor of Medicine from Duke University. She has been certified as a diplomate in internal medicine and in sub-specialty infectious disease by the American Board of Internal Medicine	A bachelor's degree in engineering (computer) from the University of Pune
Experience	More than 26 years	More than 42 years	More than 16 years
Brief resume and nature of their expertise in specific functional areas	Ms. Stone holds a bachelor's degree in arts from the College of the Holy Cross in Worcester, Massachusetts and a master's degree in business administration from the University of North Carolina at Chapel Hill. She has over 26 years in management and is currently associated with Oliver Wyman as its managing partner.	Dr. Klotman is the Dean of the School of Medicine and Vice Chancellor for Health Affairs, Duke University and Chief Academic Officer, Duke University Health System. She has been certified as a diplomate in internal medicine and in sub-specialty infectious disease by the American Board of Internal Medicine. Further, she is also a part of the Council of Deans of the American Association of Medical Colleges. She is also a member of the National Academy of Medicine and was previously associated as the president of the Association of American Physicians. She is on the board of trustees of the Rockefeller	Sachin Gupta is a Whole-time Director on the Board of our Company and Chief Executive Officer of Inventurus Knowledge Solutions Inc (IKS Inc), a wholly owned subsidiary of the Company. He holds a bachelor's degree in engineering (computer) from the University of Pune. He is also a member of the Young Presidents' Organisation. He has over 16 years of experience in business management. In the past, he has been associated with Seletica Configurators India Private Limited, Majoris Systems Private Limited and Lionbridge Technologies, Inc. and has prior experience in software and business development.

Name	Ms. Theresa Anne Stone	Dr. Mary Klotman	Mr. Sachin Gupta
		<p>University. She has over 42 years of professional medical experience and has been associated with the Duke University in various capacities, including as a professor of medicine and member of its medical staff.</p>	<p>Mr. Gupta founded the Company and IKS Inc. (the "Organization") in 2006 and led it to emerge as the leading provider enablement platform, enabling large-scale provider groups in the United States to deliver better, safer, and more efficient care to their patients. With Mr. Gupta's unique blend of entrepreneurial spirit, executive acumen, and strategic vision, the Organization has grown to over 13,000 employees.</p> <p>The Organization creates tremendous clinical and financial value for large provider groups and has built a profitable model that was recently valued at over \$3 billion during the Company's Initial Public Offering on the Indian stock exchanges.</p>
<p>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</p>	<p>As mentioned in the resolution and explanatory statement.</p> <p>Remuneration for FY 2023-24 – Not Applicable</p>	<p>As mentioned in the resolution and explanatory statement.</p> <p>Remuneration for FY 2023-24 – INR 2.50 million</p>	<p>As mentioned in the resolution and explanatory statement.</p> <p>Remuneration for FY 2023-24 – INR 8.18 Million</p>
<p>Directorships held in other Companies (excluding foreign and Section 8 Companies)</p>	<p>NIL</p>	<p>NIL</p>	<p>NIL</p>
<p>Names of listed Companies in which person ceased to be a Director in past three years</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>

Name	Ms. Theresa Anne Stone	Dr. Mary Klotman	Mr. Sachin Gupta
Memberships/ Chairmanships of committees of other public companies	Not applicable	Not applicable	Not applicable
Number of shares held in the Company	NIL	NIL	1,75,59,879
Number of Meetings of the Board of Directors attended during FY 2024-25	Till the date of this Notice: 5 out of 5 meetings	Till the date of this Notice: 10 out of 14 meetings	Till the date of this Notice: 14 out of 14 meetings
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None	None
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.	Ms. Stone brings a breadth of expertise across healthcare payers, health systems, payer/provider collaboration, physician and network strategy, and enablement companies and digital health. Her experience includes telemedicine, value-based care enablement services, AI and analytics, disease and healthcare management services and consumer/patient navigation. She has deep expertise in operationalizing value-based care, organizational effectiveness, digital innovation and operating model transformation. Ms. Stone has extensive experience advising companies and executive teams on operating model redesign, cost takeout, and how to drive value from greater integration across legacy businesses and assets. Ms. Stone is known for a unique ability to help clients shape aspirational visions and align stakeholders on future state possibilities, while also ensuring a	Not applicable	Not applicable

Name	Ms. Theresa Anne Stone	Dr. Mary Klotman	Mr. Sachin Gupta
	practical path forward that delivers results		

Registered Office:

Building No. 5 & 6, Unit No. 801
 8th Floor, Mindspace SEZ
 Thane Belapur Road, Airoli,
 Thane, Navi Mumbai
 Maharashtra, India, 400708

By Order of the Board of Directors
Inventurus Knowledge Solutions Limited

Sameer Chavan
Company Secretary and Compliance Officer
Membership No. F7211

Place: Navi Mumbai
 Date: February 5, 2025