

NOTICE

Notice is hereby given that the 3rd (Third) Annual General Meeting of the members of Mono Pharmacare Limited will be held on Monday, September 29, 2025 at 11:00 a.m. IST at the Registered office of the Company at 1A, Krinkal Apartment, Opp. Mahalaxmi Temple, Paldi, Ahmedabad, Gujarat, India 380007 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. SUPAL PANILAM LAKHATARIYA (DIN: 07659180), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

SPECIAL BUSINESS:

3. Approval of related party transactions to be entered into for F.Y. 2025-26 and onwards:

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution in super cessation of earlier resolution(s) passed:

"RESOLVED THAT in super cessation of earlier resolution(s) passed, pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to provisions of regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm's length basis with following related parties and for the maximum amount Rs. 320/- Cr. per annum with each of the below mentioned related parties, for financial year 2025-2026 and for further financial years as well:

Sr. No.	Name of the Related Party	Nature of Relationship	% of holding of the Company, if any	Nature of Transactions	Maximum Yearly Monetary Value
1.	Supal Pharma	Managing Director of the Company is a partner	Nil	Sale/ Purchase	50 Crore
2.	Supal Pharmacare Ltd	Common Directors	Nil	Sale/ Purchase	50 Crore

3.	Supal Medical & Wholesale LLP	Directors of the Company are partners	Nil	Sale/ Purchase	50 Crore
4.	Supal Trading LLC- Dubai	Directors of the Company are partners	Nil	Sale/ Purchase	50 Crore
5.	Panilam Lakhtariya HUF	Karta is the Managing Director of the Company	Nil	Sale/ Purchase	20 Crore
6.	Supal Distributors LLP	Subsidiary Entity	99.00%	Sale/ Purchase	50 Crore
7.	Ahmedabad Medical Corporation	Subsidiary Entity	99.00%	Sale/ Purchase	50 Crore

RESOLVED FURTHER THAT the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors and / or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto."

4. APPOINTMENT OF MS. DRASHTI ROHIT CHANDE (DIN: 10380640) AS INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (the "Board"), MS. DRASHTI ROHIT CHANDE (DIN: 10380640) who was appointed as an Additional Director in the capacity of an Independent Director with effect from January 11, 2025, pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years .

"RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**BY ORDER OF THE BOARD,
For, MONO PHARMACARE LIMITED**

**PLACE: Ahmedabad
DATE: 26/08/2025**

**Sd/-
PANILAM LAKHATARIYA
MANAGING DIRECTOR
DIN- 07659275**

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT:

Name of Director	Mrs. SUPAL PANILAM LAKHATARIYA	Ms. DRASHTI ROHIT CHANDE
Age	40 years	28 years
Date of Appointment	Original Appointment Date as Director 17 th October, 2022	Original Appointment Date as Additional Director 11 th January, 2025
Qualification & experience	She has been associated with the Company since its inception. She holds a Bachelor of Science degree and has completed a Laboratory Technician Course. With over five years of experience as a Medical Representative at Krishna Medical Stores, she brings valuable knowledge of the pharmaceutical industry. She plays a key role in the Company's growth and oversees day-to-day operations across all departments.	She holds both a Bachelor's and a Master's degree in Commerce from Mumbai University. She brings over 5 years of specialized experience in accounting and the pharmaceutical industry, combining financial expertise with sector-specific knowledge.
Terms & conditions of appointment	Re-appointment as a Director liable to retire by rotation.	Regularization as director (Independent).
Directorship held in other Companies	1) FAM & FAB LIMITED 2) SUPAL PHARMACARE LIMITED 3) QUEALTH PHARMACEUTICAL PRIVATE LIMITED	Nil
Chairmanship/ Membership of Committees in other Companies	Nil	Nil
No. of meetings attended & details of remuneration	5 meetings attended (out of 7 meetings) and remuneration of Rs. 12,00,000/- for 2024-25.	1 meeting attended (out of 1 meetings)
Shareholding in the Company	19,93,458 Equity Shares	2,000 Equity Shares
Relationship with any Director/ Manager/ Key Managerial Personnel of the Company	She is the wife of Mr. Panilam Lakhataiya, Managing Director of the Company, and the sister of Mr. Archit Shah, Director of the Company.	She is not related to any Director(s) / to the company.

NOTES

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Every shareholder entitled to vote at a meeting of the company or any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours prior the time fixed for the commencement of meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that the notice regarding the same should be submitted in writing three days before the meeting date, mentioning the intention to inspect the proxies of the Company.

3. Corporate Members intending to appoint their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company or the Registrar and Share Transfer Agent **M/s. Bigshare Services Private Limited**, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
6. In accordance with the amendments to Regulation 40 of the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in Demat form will improve ease; facilitate convenience and safety of transactions for investors.
7. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their concerned Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar and Share Transfer Agent, Bigshare Services Private Limited (RTA).

8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and the Circulars, the Company is pleased to offer the facility of voting through electronic means for the businesses set out in the Notice. For this purpose, the Company has appointed CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by members using remote e-Voting will be provided by **CDSL** and Electronic **Voting Sequence Number (EVSN)** is **250827033**.
9. The voting period begins on 26th September, 2025 (11.00 A.M.) and ends on 28th September, 2025 (5.00 P.M.). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
10. Shareholders who have not voted in remote E-voting, are informed that voting can also be done by the means of polling paper at the Meeting's Venue. The Company will make the arrangements of polling papers in this regard at the Meeting's Venue.
11. The Company has appointed Mrs. Ankita Surana (Membership No.ACS-37182), Practicing Company Secretary, representing M/s. Surana and Kothari Associates LLP, Company Secretaries to act as the Scrutinizer for conducting the electronic voting process and poll paper voting process in a fair and transparent manner.
12. The resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the poll paper voting indicates that therequisite majority of the Shareholders had assented to the resolution. However, Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
13. The Scrutinizer shall after the completion of the voting, count the votes cast in favour or against and mention them in his report to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. After declaration, the voting result will be declared on the Company's website: <https://monopharmacareltd.com/> besides communicating the same to CDSL and Bigshare Services Private Limited, Registrar and Share Transfer Agents on the said date and also to National Stock Exchange, SME Emerge Platform where the shares of the Company are listed.
14. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at <https://monopharmacareltd.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at <https://www.nseindia.com/> and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
15. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

17. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited, A-802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold Drinks, Off C.G.Road, Navrangpura, Ahmedabad – 380009, Tel. NO. 079 40024135, Email: bssahd@bigshareonline.com and are also requested to immediately inform their change of address, e-mail address or consolidation of folios, if any to the Company's said Share Transfer Agent.
18. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar and Share Transfer Agents (RTA) of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 26th August, 2025. The Notice for Annual Ordinary General Meeting and the related documents will be available for inspection at the Registered Office of the Company on all working days between 10:00 A.M. to 12:00 Noon upto the date of Annual General Meeting. The Notice of the Meeting is also displayed/posted on the websites of the Company <https://monopharmacareltd.com/> and that of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
20. Members are requested to bring their client ID and DP ID numbers and PAN No. for easy identification of attendance at the meeting.
21. A Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special business to be transacted at the meeting is annexed hereto.
22. A Route map showing directions to reach the venue of the Annual General Meeting is given at the end of this AGM Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

THE INTRUCTIONS 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 26th September, 2025 (11.00 A.M.) and ends on 28th September, 2025 (5.00 P.M.). 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 Tuesday, 24th September, 2024 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 above said 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	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 & New System Myeasi 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 & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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.
Individual Shareholders (holding	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-Voting option. Once you click on e-Voting option, you will be redirected to

securities in demat mode) login through their Depository Participants (DP)	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

Login type	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 22 55 33
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) 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	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.

OR Date of Birth (DOB)	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.
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- (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; info@infiniumpharmachem.com (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 22 55 33

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 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO.3

APPROVAL OF RELATED PARTY TRANSACTIONS TO BE ENTERED IN THE F.Y. 2025-26:

In accordance with the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all Material Related Party Transactions ("MRPTs") require the prior approval of the shareholders of the Company by way of an Ordinary Resolution.

Material Related Party Transactions are those transactions, either individually or taken together with previous transactions during a financial year, exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements, as prescribed under Regulation 23 of the SEBI Listing Regulations.

The Board of Directors of the Company, after reviewing and considering the recommendations of the Audit Committee, has approved entering into transactions with the related parties as listed in the accompanying resolution. These transactions are proposed to be carried out in the ordinary course of business and on an arm's length basis. However, as the value of such transactions with each related party may exceed the prescribed materiality thresholds, shareholder approval is being sought.

These transactions relate primarily to the **sale, purchase or supply of goods, materials, or services**, and are necessary for ensuring business continuity, operational efficiency, and leveraging strategic relationships in the best interest of the Company and its stakeholders. The Company has historically transacted with these related parties and intends to continue the same in the financial year 2025–2026 and subsequent financial years, considering prevailing business requirements and market trends.

The details of the proposed related party transactions are summarized below:

Sr. No.	Name of the Related Party	Nature of Relationship	% of holding of the Company, if any	Nature of Transactions	Maximum Yearly Monetary Value
1	Supal Pharma	Managing Director of the Company is a partner	Nil	Sale/ Purchase	50 Crore
2.	Supal Pharmacare Ltd	Common Directors	Nil	Sale/ Purchase	50 Crore
3.	Supal Medical & Wholesale LLP	Directors of the Company are partners	Nil	Sale/ Purchase	50 Crore
4.	Supal Trading LLC-Dubai	Directors of the Company are partners	Nil	Sale/ Purchase	50 Crore
5.	Panilam Lakhtariya HUF	Karta is the Managing Director of the Company	Nil	Sale/ Purchase	20 Crore

6.	Supal Distributors LLP	Subsidiary Entity	99.00%	Sale/ Purchase	50 Crore
7.	Ahmedabad Medical Corporation	Subsidiary Entity	99.00%	Sale/ Purchase	50 Crore

The proposed transactions shall be subject to the criteria prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, including compliance with pricing, arms' length testing, and documentation requirements.

The Board of Directors recommends passing of the resolution as set out at Item No. 3 of the Notice as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding or directorship in the respective related parties, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM NO.4

APPOINTMENT OF MS. DRASHTI ROHIT CHANDE (DIN: 10380640) AS INDEPENDENT DIRECTOR:

The Board of Directors, upon recommendation of Nomination and Remuneration Committee, in its meeting held on January 11, 2025, appointed MS. DRASHTI ROHIT CHANDE (DIN: 10380640) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 consecutive years with effect from January 11, 2025. She would hold office up to the date of the ensuing Annual General Meeting of the members of the Company.

MS. DRASHTI ROHIT CHANDE is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("Act") and has given her consent to act as a Director. The Company has also received a declaration from MS. DRASHTI ROHIT CHANDE that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of MS. DRASHTI ROHIT CHANDE for the office of Independent Director of the Company.

In the opinion of the Board MS. DRASHTI ROHIT CHANDE fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

The Nomination and Remuneration Committee reviewed the capabilities of MS. DRASHTI ROHIT CHANDE vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of MS. DRASHTI ROHIT CHANDE as an Independent Director, for a term of 5 (Five) consecutive years effective from January 11, 2025.

In the opinion of Nomination and Remuneration Committee and the Board of Directors, MS. DRASHTI ROHIT CHANDE possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company. In the opinion of the Board, the Company will benefit from her valuable experience, knowledge and counsel.

The Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from January 11, 2025 to January 11, 2030 and she shall not be liable to retire by rotation. MS. DRASHTI ROHIT CHANDE will be entitled to receive sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the meetings.

Draft letter of appointment of MS. DRASHTI ROHIT CHANDE setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Additional information in respect of MS. DRASHTI ROHIT CHANDE, pursuant to the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice. A brief profile of MS. DRASHTI ROHIT CHANDE is also provided at Annexure to this Notice.

None of the Directors or Key Managerial Personnel (“KMP”) of the Company or their respective relatives, except MS. DRASHTI ROHIT CHANDE and her relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board of Directors recommends the ordinary resolution proposing the appointment of MS. DRASHTI ROHIT CHANDE as an Independent Director of the Company, as set out in Item No. 4 for approval by the Members.

**BY ORDER OF THE BOARD,
For, MONO PHARMACARE LIMITED**

**Sd/-
PANILAM LAKHATARIYA
MANAGING DIRECTOR
DIN- 07659275**

**PLACE: Ahmedabad
DATE: 26/08/2025**

MONO PHARMACARE LIMITED
CIN: L24304GJ2022PLC136193
REG. OFFICE: 1A, KRINKAL APPARTMENT OPP. MAHALAXMI TEMPLE, PALDI,
AHMEDABAD, GUJARAT, INDIA 380007
FORM MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

3RD Annual General Meeting – 29th day of September, 2025, at 11.00 A.M.

Name of the member(s) : Registered address : Email Id : Folio No./Client Id/DP Id:

I/We, being the member (s) ofshares of the above named company, hereby appoint

1.Name: _____

Address: _____

E-mail ID: _____ Signature _____, or on failing him

2.Name: _____

Address: _____

E-mail ID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General Meeting of the company, to be held on the 29th day of September, 2025 at 11.00 a.m. at the registered office of the company at 1A, Krinkal Apartment Opp. Mahalaxmi Temple, Paldi, Ahmedabad, Gujarat, India 380007 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mrs. Supal Panilam Lakhatariya (DIN: 07659180), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Approval of Related Party Transactions to be entered in the F.Y. 2025-26		
4	Appointment of Ms. Drashti Rohit Chande (DIN: 10380640) as Independent Director.		

Signed _____ this day of _____ 2025

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp Rs.1

Signature of the Shareholder
across revenue stamp

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending: _____

Name of Proxy: _____

Regd. Folio No.: _____ DP Id : _____

Client Id* : _____ No. Of shares held: _____

I hereby record my presence at the 3rd Annual General Meeting of the Mono Pharmacare Limited, at registered office of the Company at 1A, Krinkal Appartment Opp. Mahalaxmi Temple, Paldi, Ahmedabad, Gujarat, India 380007 on Monday, 29th day of September, 2025 at 11.00 a.m.

Member's / Proxy's Signature

(To be signed at the time of handling over the slip)

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Route Map of AGM Venue of:

MONO PHARMACARE LIMITED
3rd Annual General Meeting, Monday, 29th September 2025
At 11.00 A.M.

VENUE: 1A, Krinkal Apartment Opp. Mahalaxmi Temple, Paldi,
Ahmedabad, Gujarat, India, 380007

