



NEPHRO CARE INDIA LIMITED
(FORMERLY KNOWN AS NEPHRO CARE INDIA PRIVATE LIMITED)
CIN: U85100WB2014PLC202429
Regd. Office- Flat No-1, JC-18, 5th Floor Sec-III, Saltlake, Bidhan Nagar,
Sai Complex, North 24 Parganas, Kolkata - 700106, West Bengal, India.
Web: <https://www.nephrocareindia.com/>
Email id: cs@nephrocareindia.com | Contact: 08069841500

Date: 20th August 2004

The Manager,
Listing Department National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051, Maharashtra, India.

Symbol: NEPHROCARE

Sub: Outcome of the Board Meeting held on 20th August 2024

Ref: **Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company at their meeting held today i.e Tuesday, August 20, 2024, inter alia, had considered and approved the following:

1. Notice of the 10th Annual General Meeting (“AGM”) of the Company that will be held on Friday, 20th September, 2024 at 11:30 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at deemed venue at the registered office of the Company i.e Flat No-1, JC-18, 5th Floor Sec-III, Saltlake, Bidhan Nagar, Sai Complex, North 24 Parganas, Kolkata - 700106, West Bengal, India.. The **Notice of AGM is as enclosed.**
2. To consider and re-appoint Statutory auditor M/s. K K Chanani & Associates, Chartered Accountants, (FRN 322232E)

This is for your information and records.

For, **Nephro Care India Limited**

Sougata Sengupta
Company Secretary

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting (First Post-IPO) of the members of Nephro Care India Limited will be held on Friday, September 20, 2024 at 11:30 A.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To consider and re-appoint Statutory auditor M/s. K K Chanani & Associates, Chartered Accountants, (FRN 322232E)

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, the consent of the Board be and is hereby recommends M/s K K Chanani & Associates Co., Chartered Accountants of Kolkata (FRN No. 322232E) for appointment as the statutory auditor of the company for the financial year 2024-2025, from the conclusion of the forthcoming annual general meeting till the conclusion of every sixth Annual General meeting, at a remuneration to be decided in consultation with the Board of Directors.”

“RESOLVED FURTHER THAT appointment of the statutory auditor shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting.”

3. Appointment of Directors liable to retire by rotation.

Mr. Pritam Sengupta (DIN: 06795012) will retire by rotation and being eligible will be re-appointed as Director.

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

“RESOLVED THAT pursuant to the provision of Sec 152 of the Companies act, 2013, Mr. Pritam Sengupta (DIN: 06795012), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, is re-appointed as a Director of the Company, liable to retire by rotation.”

4. Appointment of Directors liable to retire by rotation.

Ms. Alo Sengupta (DIN: 01264313) will retire by rotation and being eligible will be re-appointed as Director.

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

“RESOLVED THAT pursuant to the provision of Sec 152 of the Companies act, 2013, Ms. Alo Sengupta (DIN: 01264313), who retires by rotation at this meeting, and being eligible, offers herself for re-appointment, is re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

5. To appoint Mr. Sandeep Shridhar Ghate (DIN 00682959) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 149 & 152 and other applicable provisions of the Companies Act, 2013, Mr. Sandeep Shridhar Ghate (DIN 00682959), hereby appointed as an Independent Director of the Company whose period of appointment shall be held liable to retire by rotation.”

6. To appoint Mr. Debashish Ghoshal (DIN 03040937), as an Independent Director. and in this regard, to consider and

if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 149 & 152 and other applicable provisions of the Companies Act, 2013, Mr. Debashish Ghoshal (DIN 03040937) be and is hereby appointed as an Independent Director of the Company whose period of appointment shall be held liable to retire by rotation.”

7. To insert a new clause in other Business in the Memorandum of Article to effectively manage the treasury function of the business.

A new Clause be added “Investment of the surplus money which is not immediately required by the Company”. And in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with rule no. 32 (mentioned if applicable) of Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of shareholders in the general meeting of the company, the object clause of the company be and is hereby amended and draft copy of the amended memorandum as placed before the meeting duly initialized by the chairperson, be and is hereby approved and adopted.

“RESOLVED FURTHER THAT Managing Director be and is hereby authorized file form no. MGT 14 within the prescribed time to Registrar along with such fee as provided in the Companies (Registration of offices and fees) Rules, 2014 and to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to the aforesaid resolution.”

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr Pritam Sengupta and Ms Alo Sengupta, Directors of the Company, retire by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.

Mr Pritam Sengupta and Ms Alo Sengupta, Directors of the Company, are interested in the Ordinary Resolution set out at Item Nos. 3 and 4, respectively, of this Notice regarding their re-appointment.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of this Notice.

6. Details of Directors retiring by rotation at this Meeting are provided in the “Annexure” to this Notice.
7. Mr Sandeep Sridhar Ghate has been appointed as an Additional Director on 19th July 2024, we seek to reappoint him as an Independent Director liable to retire by rotation. None of the directors or members except Mr Sandeep Sridhar Ghate is interested in this Resolution.
8. Mr Debashish Ghoshal has been appointed as an Additional Director on 19th July 2024, we seek to reappoint as Independent Director liable to retire by rotation. None of the directors or members except Mr Debashish Ghoshal is interested in this Resolution.
9. The Board proposes to pass a special resolution for amendment of Other Business clause of Memorandum of Association to insert a clause “Investment of the surplus money which is not immediately required by the Company”.
This clause intends to enable the Board to effectively manage the treasury functions of the Company.

Dispatch of Annual Report through Electronic Mode:

10. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2023-24 will also be available on the Company’s website www.nephtocareindia.com, websites of the Stock Exchange, i.e., National Stock Exchange of India Limited at



www.nseindia.com, respectively, and on the website of Company's Registrar and Transfer Agent, Big Share Services Limited ("BigShare") at <https://ivote.bigshareonline.com>

11. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (NSDL) has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
- b) Members holding shares in physical mode are requested to follow the process set out in note in this Notice.

By Order of the Board of Directors

s/d

Sougata Sengupta
Company Secretary and Compliance Officer

Kolkata: 20.08.24

Registered Office:

Flat No-1, JC-18, 5th Floor Sec-III, Saltlake, Bidhan Nagar,
Sai Complex, Kolkata - 700106,

West Bengal, India CIN: **U85100WB2014PLC202429**

Website: www.nephrocareindia.com

E-mail: acs@nephrocareindia.com

Tel.: +91 80170 10197

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on <17th September 2024 at 9 AM> and ends on <19th September 2024 at 5 PM>. 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 <13th September 2024> may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- 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 to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also

	<p>links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider</p>

	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

ANNEXURE TO THE NOTICE DATED AUGUST 20, 2024

Details of Directors retiring by rotation at the Meeting:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p>Pritam Sengupta</p> <p>DIN: 06795012</p> <p>Date of Birth: January 23, 1983</p> <p>Designation: Non-Executive Non-Independent Director</p> <p>Address: 29B/1, H. K. Sett Lane VTC: Sinthee, P.O. Sinthee, District : Kolkata – 700050, West Bengal, India.</p> <p>Occupation: Business</p> <p>Term: Liable to retire by rotation</p> <p>Period of Directorship: Director since July 8, 2014</p> <p>Nationality: Indian</p>	41	<p>Indian Companies / LLPs :</p> <ul style="list-style-type: none"> • Nephro Care India Private Limited • Abide Health Care Private Limited <p>Foreign Companies :</p> <p>NIL</p>
<p>Alo Sengupta</p> <p>DIN: 01264313</p> <p>Date of Birth: April 15, 1956</p> <p>Designation: Independent Director</p> <p>Address: 30/C, Shyam Nagar Road, South Dum Dum (M), Bangur Avenue, North 24 Parganas, Kolkata - 700055, West Bengal, India.</p> <p>Occupation: Professional</p> <p>Period of Directorship: Director since December 26, 2023</p> <p>Nationality: Indian</p>	68	<p>Indian Companies / LLPs</p> <ul style="list-style-type: none"> • Denovo Medicine Private Limited <p>Foreign Companies</p> <p>NIL</p>

By Order of the Board of Directors

s/d

Sougata Sengupta

Company Secretary and Compliance Officer

Kolkata, 20.08.24

Registered Office:

Flat No-1, JC-18, 5th Floor Sec-III, Saltlake, Bidhan Nagar,

Sai Complex, Kolkata - 700106,

West Bengal, India CIN: **U85100WB2014PLC202429**

Website: www.nephrocareindia.com

E-mail: acs@nephrocareindia.com

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Sai Complex, North 24 Parganas, Kolkata - 700106, West Bengal, India.

Web: <https://www.nephrocareindia.com/>

EXPLANATORY STATEMENT PURSUANT TO SECTION 110 OF COMPANIES ACT 2013

Special Business:

1. Regularisation of Additional Director, Mr. Sandeep Shridhar Ghate (DIN 00682959) by appointing him as Independent Director of the Company

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

Mr. Sandeep Shridhar Ghate was appointed as an Additional Independent Director with effect from July 19th, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Sandeep Shridhar Ghate on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Sandeep Shridhar Ghate himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

2. Regularisation of Additional Director, Mr. Debashish Ghoshal (DIN 03040937) by appointing him as Independent Director of the Company

Mr. Debashish Ghoshal was appointed as an Additional Independent Director with effect from July 19th, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Debashish Ghoshal on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Debashish Ghoshal himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

3. To insert a new clause in other Business in the Memorandum of Article to effectively manage the treasury function of the business.

To manage the treasury function properly, it has become necessary to start investment of the surplus lying idle in the business which is not immediately required for business purpose. Your Company proposes to insert a new clause in the Other Business so that the money not immediately required be invested in a manner to maximize return of the investment. To commence investment of surplus funds not immediately required in business, the Other Object Clause of the Memorandum of Association of the Company needs to be altered. It is proposed to amend the Other Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to invest money in a manner beneficial to the company.