Dated: 05/09/2026

To,
The Manager (Listing),
BSE Limited,
01st Floor, P. J. Towers,
Dalal Street,
Mumbai – 400001

Subject: **Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of the 32nd Annual General Meeting**

Ref: **BSE Scrip Code– 531686; ASE Scrip Code– 01636 (ADVIK LABO)**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of the 32nd Annual General Meeting ("AGM") of MPS Pharmaa Limited (Formerly Advik Laboratories Limited) ("the Company") to be held on Tuesday, 29th September, 2026, at 09.30 A.M (IST) at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana – 122103.

The said Notice is available at the website of the Company www.mpspharmaa.com.

This is for your information and records.

You are requested to kindly take the above information on record.

Thanking You,

Yours Faithfully,
For MPS Pharmaa Limited
(Formerly Advik Laboratories Limited)

Peeyush Kumar Aggarwal
Digitally signed by Peeyush Kumar Aggarwal
Date: 2026.09.05 17:30:24 +05'30'

Peeyush Kumar Aggarwal
Managing Director
DIN: 00090423

CC:

The Manager (Listing)
Ahmedabad Stock Exchange Ltd.,
1st Floor, Kamdhenu Complex,
Opp. Sahajanand College, Panjarapole,
Ambawadi, Ahmedabad - 380015

Notice

Notice is hereby given that the 32nd (Thirty Second) Annual General Meeting of the Members of **MPS PHARMAA LIMITED** (**Formerly known as ADVIK LABORATORIES LIMITED)** will be held on Tuesday, 29th September, 2026 at 09:30 A.M. at its Registered Office at 138, Roz- Ka - Meo, Industrial Area Sohna, Distt. Mewat-122 103, Haryana to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2026 and the Statement of Profit and Loss of the Company for the Financial Year ended 31st March, 2026 together with the Cash Flow Statement & other Annexures thereof and the Report of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Ram Niwas Sharma (DIN:08427985), who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

3. **Re-appointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants as the Statutory Auditors of the Company**

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

"**RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and SEBI (LODR) Regulations, 2015 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) or any other law for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint M/s Nemani Garg Agarwal & Co., Chartered Accountants, New Delhi(Firm Registration No. 010192N) as the Statutory Auditors of the Company for a second term of 05 (Five) consecutive years, who shall hold office from the conclusion of this AGM i.e., 32ndAnnual General Meeting till the conclusion of the 37thAnnual General Meeting to be held in the year 2031 on such remuneration and out-of-pocket expenses, as may be fixed by the Board of Directors, on the recommendation of the Audit Committee in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT all the Directors of the Company or the Chief Financial Officer of the Company or the Company Secretary of the Company, be and are hereby severally or jointly empowered and authorized to take such steps in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies, NCT of Delhi & Haryana."

Special Business:

4. **Approval for Related Party Transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc)and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") read with Sections 185, 186 & 188 and other provisions, if any, as applicable, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force), and subject to such statutory / regulatory approvals, permissions and consents as may be necessary, and pursuant to the recommendation of the Audit Committee and the Board of Directors, the approval 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 include any Committee thereof) to enter into and/or undertake and/or continue with the existing and/or enter into new related party transaction(s), whether material or otherwise, in one or more tranches and/or as an individual transaction or a series of transactions or otherwise, including borrowing of money, whether secured or unsecured, from and/or lending of money to and/or transfer of resources, services or obligations to/from and/or payment of remuneration to Director(s), Key

Managerial Personnel ("KMP") and/or other Related Parties of the Company, on such terms and conditions, including tenure, interest rate, security, repayment terms and other commercial terms, as may be determined by the Board, as it may deem fit and in the best interests of the Company, for an aggregate amount not exceeding **INR 1080/- Lacs (Indian Rupees One Thousand Eighty Lacs only)**,during the period commencing from the date of this Annual General Meeting ("AGM") and continuing up to the conclusion of the next AGM of the Company, notwithstanding that the aggregate value of such transaction(s), whether undertaken individually or collectively, may exceed the applicable thresholds prescribed under the Companies Act, 2013 and/or the SEBI Listing Regulations, as amended from time to time.

RESOLVED FURTHER THAT the aforesaid related party transaction(s) shall be undertaken only on such terms and conditions as may be determined by the Board, subject to applicable laws, and shall be conducted, to the extent applicable, on an arm's length basis and in the ordinary course of business of the Company, and in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company(including any Committee thereof duly authorized for the purpose)and/or any person authorized by the Board from time to time be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant Authorities, including Governmental Authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby authorized to make necessary filings, disclosures to Stock Exchanges and Regulatory Authorities and to do all such acts, deeds and things as may be required to give effect to this resolution."

5. Appointment of Ms. Anchal Goyal (DIN 10751205) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 &152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Anchal Goyal (DIN 10751205), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 05 (Five) consecutive years commencing from the date of this Annual General Meeting i.e. 32nd (Thirty Second) Annual General Meeting up to the 37th (Thirty Seventh) Annual General Meeting of the Company to be held in the year 2031**."**

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company and / or Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Approval Of Transactions Under Section 185 Of The Companies Act, 2013

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

"**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person or any other body corporate(s) in which any Director of the Company is interested or deemed to be interested within the meaning of Section 185 of the Act, in their absolute discretion deem beneficial and in the interest of the Company upto an aggregate sum of INR 25,00,00,000/- (Indian Rupees Twenty Five Crore Only), provided that such loans are utilized by the borrowing entity for its principal business activities only.

RESOLVED FURTHER THAT the aforesaid approval shall continue to remain in force unless and until modified by the Members of the Company.

RESOLVED FURTHER THAT all such transactions shall be undertaken on an arm's length basis and, where applicable, in the ordinary course of business, supported by appropriate documentations, as may be required.

RESOLVED FURTHER THAT all such transactions shall be in accordance with applicable law, compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including approval of Members for material related party transactions, wherever applicable, compliance with limits prescribed under Section 186 of the Companies Act, 2013, wherever applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to identify Eligible Entities from time to time within the above categories, to determine detailed terms and conditions including tenure, repayment, security, covenants, and other commercial terms, delegate powers to any Committee, Director(s) or Key Managerial Personnel, to execute all necessary agreements, documents and writings and to do all such acts, deeds and things as may be necessary, expedient and incidental to give effect to this resolution.

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to make necessary filings, disclosures to Stock Exchanges and regulatory Authorities and to do all such acts, deeds and things as may be required to give effect to this resolution."

For and on Behalf of the Board of Directors of
MPS Pharmaa Limited
(Formerly Advik Laboratories Limited)

Sd/-
(Peeyush Kumar Aggarwal)
Chairman
DIN : 00090423

Date: 02nd September, 2026
Place: New Delhi

Notes:

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.

2. 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 AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the

Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.

4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 23rdSeptember, 2026 to 29thSeptember, 2026 (both days inclusive) for the purpose of the AGM.

6. **Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.**

7. **In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.**

8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.

10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.

11. Members are requested :
    i) To quote their folio Nos. in all correspondence.
    ii) To note that no gifts will be distributed at the meeting.
    iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically**.

13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.

14. ***Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company as well as to get their shares dematerialized. Pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed after 05th December, 2018 unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the company.***

15. ***Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e. MAS Services Limited having registered office is T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company. Necessary communication in this regard has already been sent separately to the shareholders by the company.***

16. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 22nd September, 2026 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 32nd Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date, i.e., 22ndSeptember, 2026 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 32ndAGM on 29th September, 2026.

The e-voting period will commence at 9.00 A.M. on 26th September, 2026 and will end at 05.00 P.M. on 28thSeptember, 2026.The Company has appointed Mr. Kundan Agrawal (Membership No. FCS- 7631& CP No. 8325), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of ***National Securities Depository Limited (NSDL)***as the Authorised Agency to provide remote e-voting facility.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:

    a. For shares held in electronic form: to their Depository Participants (DPs)

    b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

18. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MAS Services Limited in case the shares are held in physical form.

19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's Registrar and Transfer Agents, MAS Services Limited at https://www.masserv.com/downloads.asp. It may be noted that any service request can be processed only after the folio is KYC Compliant.

20. ***Members who hold shares in physical mode and have not registered / updated their email addresses with the Company, are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar & Share Transfer Agent of the Company MAS Services Limited ("RTA"). Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37 dated March, 16, 2023, the Company has sent letters to the shareholders holding shares in physical form to furnish the KYC details which are not registered in their respective folios. Further the shareholders can also access the relevant Forms on Company's website atwww.mpspharmaa.com.***

21. ***Members holding shares in demat form are requested to update their email address with their respective DPs.***

22. ***Shareholders holding physical securities are also invited to note SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January 2026, whereby SEBI has opened a special window for the transfer and dematerialisation of physical securities sold/purchased prior to 1st April 2019.***

    This special window is available for a period of one year, from February 05, 2026 to February 04, 2027, and also covers transfer requests submitted earlier that were rejected, returned, or left unattended due to deficiencies in documentation or process. Securities transferred pursuant to this special window shall be credited to the transferee only in dematerialised form, subject to the conditions prescribed by SEBI. Shareholders eligible under this Circular are advised to avail of this special window within the prescribed period.

    For any queries or assistance in relation to the above, shareholders may write to the Company's RTA, MAS Services Limited, at investor@masserv.com, or to the Company at info@mpspharmaa.com. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests.

Shareholders who have missed the earlier deadline of 31st March 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar and Share Transfer Agents ('RTA'), i.e. M/s. MAS Services Limited.

For and on Behalf of the Board of Directors of
MPS Pharmaa Limited
(Formerly Advik Laboratories Limited)

Sd/-
(Peeyush Kumar Aggarwal)
Chairman
DIN : 00090423

Date: 02nd September, 2026
Place: New Delhi

VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting as given in the Notice of the 32ndAnnual General Meeting are reproduced hereunder for easy reference:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-

A. The remote e-voting period begins on **26th September, 2026 at 09:00 A.M. and ends on 28thSeptember, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e 22nd September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **22nd September, 2026**.
B. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 22nd September, 2026, may also obtain the login ID and password by sending a request at evoting@nsdl.co.inor RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.comor contact NSDL at the following toll free no.: 1800-222-990.
C. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
D. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
E. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS –7631 & CP No. 8325), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
F. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
G. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
H. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mpspharmaa.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and ASE Limited.
I. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

J. **The "EVEN" of MPS PHARMAA LIMITED is "142314 ".**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	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 options available against company name or e-Voting service provider - NSDLand you will be re-directed to NSDL e-Voting 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.nsdl.com. Select "Register Online for IDeAS" Portal or click athttps://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 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their 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 arehttps://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.inor call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 or 022-23058542-43

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 the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL 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 user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your 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 from 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 the " Initial password" or have forgotten your password:**
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. **After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**
8. **Now, you will have to click on "Login" button.**
9. **After you click on the "Login" button, Home page of e-Voting will open.**

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. Now you are ready for e-Voting as the Voting page opens.

3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 cskundanagrawal@gmail.com or agrawal.kundan@gmail.comwith a copy marked to info@mpspharmaa.com andevoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@masserv.com.

2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders 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.co.infor 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.

For and on Behalf of the Board of Directors of
MPS Pharmaa Limited
(Formerly Advik Laboratories Limited)
Sd/-
(Peeyush Kumar Aggarwal)
Chairman
DIN : 00090423

Date: 02nd September, 2026
Place: New Delhi

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3: Re-appointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants as the Statutory Auditors of the Company

M/s. Nemani Garg Agarwal & Co., Chartered Accountants (Firm Registration Number: 010192N), were appointed as the Statutory Auditors of the Company at the 28thAnnual General Meeting ('AGM') held on 29th day of September, 2022 for a period of 4 years, up to the conclusion of 32ndAnnual General Meeting.

The first term of M/s. Nemani Garg Agarwal & Co., Chartered Accountants expire at the ensuing Annual General Meeting. The Board of Directors of the company at their meeting held on 02.09.2026, upon the recommendation of the Audit Committee have proposed and recommended the re-appointment of M/s. Nemani Garg Agarwal & Co., Chartered Accountants as the Statutory Auditors of the company for a second term of Five (05) years, i.e. from the conclusion of this 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting to be held in the year 2031.

M/s. Nemani Garg Agarwal & Co., Chartered Accountants are eligible for re-appointment for a further period of 5 years. M/s. Nemani Garg Agarwal & Co., Chartered Accountants have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

M/s. Nemani Garg Agarwal & Co., Chartered Accountants have confirmed that they are eligible for the proposed reappointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Nemani Garg Agarwal & Co., Chartered Accountants, having Firm Registration Number: 010192N, as the Statutory Auditors of the Company for the second term of 05 (Five) consecutive years, who shall hold office from the conclusion of this 32ndAGM until the conclusion of the 37th AGM of the Company.

The Board of Directors has approved a remuneration of Rs. 85,000/- per annum for conducting the audit. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

A brief profile of M/s. Nemani Garg Agarwal & Co. is as under:

M/s. Nemani Garg Agarwal & Co. is a leading Chartered Accountancy firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services etc.

M/s. Nemani Garg Agarwal & Co. is a professionally managed firm. The team consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients. There is no material change in the fee proposed to be paid to the statutory auditors upon their reappointment.

Brief terms of re-appointment:

The brief terms of re-appointment of Nemani Garg Agarwal & Co as Statutory Auditors of the Company, interalia, are:

a) Nemani Garg Agarwal & Co, as Statutory Auditors of the company, shall not hold office of Statutory Auditors for more than two terms of five consecutive years.

b) The Statutory Auditors shall submit a certificate stating that they are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.
c) The Statutory Auditors shall conduct the Audit in the manner as is laid down under Section 143.
d) The Statutory Auditors in its report shall specify all the matters as are enumerated in Section 143 and Rule 11 of Companies (Audit and Auditors) Rules, 2014.
e) In case of fraud, the Statutory Auditors shall report in the manner laid under Rule 13 of Companies (Audit and Auditors) Rules, 2014.

The recommendation of the Audit Committee & the Board for reappointment of M/s. Nemani Garg Agarwal & Co. is based on the fulfilment of the eligibility criteria prescribed by the Companies Act, 2013 and also on the statutory audit experience of the firm, capability, independence assessment, etc.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned, financially or otherwise, in the resolution.

Item No. 4: Approval for Related Party Transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015.

Pursuant to Section188 of the Companies Act, 2013 and the applicable Rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, all material related party transactions and subsequent material modifications thereto require prior approval of the shareholders of a listed entity by way of an Ordinary Resolution.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction to mean a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged and irrespective of whether a consideration is involved.

In the ordinary course of its business and in furtherance of its business objectives, the Company may enter into transactions with its related parties, including Directors, Key Managerial Personnel, group entities and other related parties, from time to time. Such transactions may include, inter alia, borrowing and lending of funds, provision or receipt of services, payment of remuneration, transfer of resources, purchase or sale of goods and services, provision of guarantees or securities and such other transactions as may be permissible under applicable laws.

To facilitate business requirements and ensure operational flexibility, the Company proposes to enter into and/or continue existing related party transaction(s) and/or undertake related party transaction(s) with its related parties, including Directors and Key Managerial Personnel of the Company, whether individually or through a series of transactions, for an aggregate value not exceeding INR 1080.00 Lacs(Indian Rupees One Thousand Eighty Lakh Only) from the conclusion of the ensuing annual general meeting until the conclusion of the next annual general meeting to be held in the year 2027 on such terms and conditions, including tenure, interest rate, security, repayment terms and other commercial terms, as may be determined by the Board, as it may deem fit and in the best interests of the Company,

The Audit Committee has reviewed the proposed transactions and has recommended the same to the Board for approval, subject to the approval of the Members. The Board of Directors is of the opinion that the proposed transactions are commercially beneficial and in the best interests of the Company. All such transactions shall be undertaken on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Accordingly, approval of the Members is sought underSection 188 of the Companies Act, 2013 and Regulation 23 and other applicable provisions of the SEBI Listing Regulations for the proposed material related party transaction(s) up to an aggregate amount of INR Rs. 1080.00 Lacs from the conclusion of the ensuing annual general meeting till the conclusion of the next annual general meeting to be held in the year 2027 on such terms and conditions, including tenure, interest rate, security, repayment terms and other commercial terms, as may be determined by the Board, as it may deem fit and in the best interests of the Company,.

Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 4 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Except to the extent of their shareholding and/or interest in the respective related party entities and transactions, none of the Directors, Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the said resolution.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions with the Directors, KMP, Omkam Global Capital Private Limited and Omkam Developers Limited are as follows:

S. No.	Particulars	1.	2.	3.	4.
1	**Name of Related Parties/Designation**	Mr. Peeyush Kumar Aggarwal/ Managing Director	KMP	Omkam Global Capital Private Limited	Omkam Developers Limited
2	**Name of the Director or KMP who is related**	Mr. Peeyush Kumar Aggarwal (DIN:00090423)	Company Secretary and Compliance Officer and Chief Financial Officer	Mr. Peeyush Kumar Aggarwal	Mr. Peeyush Kumar Aggarwal
3	**Nature Relationship**	Managing Director of the Company	KMP of the Company	Mr. Peeyush Kumar Aggarwal, Mg. Director of the Company, is also a Director in Omkam Global Capital Private Limited	Mr. Peeyush Kumar Aggarwal, Mg. Director of the Company, is also a Director inOmkam Developers Limited
4	**Type of transaction**	Borrowings in the nature of unsecured loan by our Listed Company	Remuneration by our Listed Company	Borrowings in the nature of unsecured loan by our Listed Company	Borrowings in the nature of unsecured loan by our Listed Company
5	**Monetary Value**	Rs. 50,00,000/-	Rs. 30,00,000/-	Rs. 500,00,000/-	Rs. 500,00,000/-
6	**Justification as to why the RPTs are in the interest of the Company**		The Related Party Transactions (RPTs) undertaken by the Company are essential for achieving its strategic, operational, and financial objectives.		
7	**Materials terms and particulars of the Contracts/arrangements**		The remuneration paid and borrowings (unsecured loans) made by the Company depend on its business requirements from time to time. The terms and details of such transactions may vary based on the Company's needs. All such transactions will be undertaken in the ordinary course		

			of business and on an arm's length basis.
8	**Any advance paid or received for the contracts/arrangements**		As per industry norms, customs and usages.
9	**Tenure of contracts/arrangement**		From the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting to be held in the year 2027

As per SEBI Master Circular dated January 30, 2026, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, required listed entities to follow Minimum information to be provided to the Shareholders for approval of Related Party Transactions ("RPT Industry Standards"), formulated by Industry Standards Forum are mentioned below:

1. Details of the Related Party Transactions with Mr. Peeyush Kumar Aggarwal

PART-A

S.no	Particulars of the information	Information provided by the Management
A(1).		
1.	Name of the related party	Mr. Peeyush Kumar Aggarwal
2.	Country of incorporation/ citizenship of the related party	India
3.	Nature of business of the related party	NA
A(2).Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary)and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Peeyush Kumar Aggarwal is a Managing Director of the Company and is therefore a Related Party under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether director indirect, in the related party.	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary(in case of transaction involving the subsidiary).	NA
	Shareholding of the related party, whether director indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Mr. Peeyush Kumar Aggarwal holds 19,57,159 equity shares of the company constituting 10.24% of the equity share capital of the company
A(3).Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	**S. No.** / **Nature of Transactions** / **FY2025-26 (INR)** 1. Loan taken during the year: 6,60,943/- 2. Loan repaid: Nil

<table>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee/shareholders).</td><td>

S. No.	Nature of Transactions	FY 2026-27 (INR)
1.	Opening balance	47,81,762/-
2.	Loan Taken	2,06,691/-
3.	Loan repaid	2,090/-
4.	Closing balance	50,39,205/-

</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years</td><td>No</td></tr>
<tr><td colspan="3">A (4).Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Total amount of all the proposed transactions being placed for approval in the current meeting.</td><td>Aggregate amount not exceeding Rs. 50,00,000/- (Rupees Fifty Lacs Only)</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.</td><td>Not Applicable, as the related party is an individual and the concept of annual standalone turnover is not applicable. Accordingly, the value of the proposed transaction as a percentage of the related party's annual standalone turnover cannot be computed.</td></tr>
</table>

<table>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:
<table><tr><td>Particulars</td><td>FY 2025-26</td></tr><tr><td>Turnover</td><td>-</td></tr><tr><td>Profit After Tax</td><td>-</td></tr><tr><td>Net Worth</td><td>-</td></tr></table></td><td>Not Applicable, as the related party is an individual and does not prepare audited financial statements. Accordingly, financial performance details for the immediately preceding financial year are not available for disclosure.</td></tr>
<tr><td colspan="3">A(5)Basic details for proposed transactions</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Borrowings (Unsecured Loans)</td></tr>
<tr><td>2</td><td>Details of the proposed transaction</td><td>The Company proposes to avail unsecured loans from Mr. Peeyush Kumar Aggarwal, a related party, from time to time, in one or more tranches, for meeting its business requirements, working capital needs and general corporate purposes, for an aggregate amount not exceeding Rs.50,00,000/- (Rupees Fifty Lacs Only) during the tenure of the proposed transaction. The loans shall be unsecured in nature and shall be availed on such terms and conditions, including tenure and repayment, as may be mutually agreed between the parties and in compliance with applicable laws.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 months (From the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting to be held in the year 2027)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year.

If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Aggregate amount not exceeding Rs. 50,00,000/- (Rupees Fifty Lacs Only), From the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting to be held in the year 2027

NA</td></tr>
<tr><td>6</td><td>Justifications as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>The Audit Committee and the Board have considered the rationale and benefits of the proposed transaction and are of the opinion that the proposed borrowing is in the best interest of the Company, as it will facilitate timely access to funds for meeting its operational requirements, working capital needs and business objectives, while enhancing financial flexibility. The proposed transaction shall be undertaken on an arm's length basis and on terms that are fair and reasonable to the Company and is expected to be beneficial to the Company and its shareholders as a whole.</td></tr>
</table>

7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the Director/KMP	Mr. Peeyush Kumar Aggarwal (DIN: 00090423) (Managing Director of the Company) Omkam Pharmaceuticals Private Limited
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	NA
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA
9	Other information relevant for decision making	The proposed borrowing will provide the Company with timely access to funds for meeting its operational, working capital and business requirements. The Audit Committee and the Board have considered all relevant facts and circumstances and are of the view that the proposed transaction is in the best interests of the Company. Further, the proposed borrowing shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws. Save as disclosed in this Explanatory Statement, there is no other information considered material for the members to make an informed decision on the proposed resolution.

PARTB

Information in respect of specific type of Related Party Transactions

B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
S. No	**Particulars of the information**	**Information provided by the management**
1.	Material covenants of the proposed transaction	The Company may avail unsecured loans from Mr. Peeyush Kumar Aggarwal, from time to time, in one or more tranches, for an aggregate amount not exceeding Rs. 50,00,000/- (Rupees Fifty Lacs Only). The loan shall be unsecured in nature and shall be utilized for meeting the Company's working capital requirements, business operations and general corporate purposes. The tenure, interest, repayment schedule and other terms and conditions of the loan shall be mutually agreed between the parties from time to time and shall be in compliance with applicable Laws. The transaction shall be undertaken on arm’s length basis and shall be on terms that are fair, reasonable and in the best interests of the Company.

2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The rate of interest, if any, shall be mutually agreed between the parties and shall be on arm's length basis and in accordance with applicable Laws.
3.	Cost of borrowing	The cost of borrowing under the proposed transaction is expected to be competitive and beneficial to the Company, having regard to prevailing market conditions and alternative funding sources.
4.	Maturity / due date	The loan shall be repayable on demand or in accordance with such repayment terms as may be mutually agreed between the parties from time to time.
5.	Repayment schedule & terms	The loan shall be repayable on demand and/or in accordance with such repayment schedule, tenure and other terms as may be mutually agreed between the Company and the lender from time to time.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for meeting the Company's working capital requirements, administrative, operational and business needs, growth initiatives, statutory obligations, strategic opportunities and other general corporate purposes, in accordance with applicable Laws and the requirements of the Company from time to time.

PARTC

C (4). Disclosure only in case of Material transactions relating to borrowings by the listed entity or its subsidiary		
S. No	**Particulars of the information**	**Information provided by the management**
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction-	109.28 117.10
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statement a. Before transaction b. After transaction	N.A.

2. RELATED PARTY TRANSACTION WITH KMPs

PART-A

S.no	**Particulars of the information**	**Information provided by the Management**
A(1).		
1.	Name of the related party	Company Secretary and Chief Financial Officer

2.	Country of incorporation of the related party/Citizenship	India
3.	Nature of business of the related party	N.A.

A(2).Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary)and the related party – including nature of its concern (financial or otherwise) and the following:	Key Managerial Personnel (KMP) of the Listed Company
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether director indirect, in the related party.	N.A
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (incase of transaction involving the subsidiary).	N.A.
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary	NIL
A(3).Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. **S. No.** | **Nature of Transactions** | **FY 2025-26 (INR)** 1. | Remuneration Paid- Company Secretary | 4,80,000/- 2. | Remuneration Paid- Chief Financial Officer | 4,62,000/-	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee/shareholders).	**Nature of Transactions** | **FY 2026-27 (INR)** Remuneration Paid- Company Secretary | 2,50,000/- Remuneration Paid- Chief Financial Officer | 1,92,500/-
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years	No
A (4).Amount of the proposed transaction(s)		
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Aggregate amount not exceeding Rs. 30,00,000/- (Rupees Thirty Lakhs Only) during the proposed tenure of the transaction, distributed as follows: Company Secretary (CS) – Up to Rs. 15,00,000/- Chief Financial Officer (CFO) – Up to Rs. 15,00,000/- The actual remuneration payable shall be determined by the Board of Directors/Audit Committee/ Nomination and Remuneration

		Committee from time to time in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's remuneration policy.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	N.A.
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable, as the related party is an individual and the concept of annual standalone turnover is not applicable. Accordingly, the value of the proposed transaction as a percentage of the related party's annual standalone turnover cannot be computed.
6	Financial performance of the related party for the immediately preceding financial year: Particulars: FY 2025-26 Turnover: -- Profit After Tax: -- Net Worth: --	Not Applicable, as the related party is an individual and does not prepare audited financial statements. Accordingly, financial performance details for the immediately preceding financial year are not available for disclosure.
A(5)Basic details for proposed transactions		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Remuneration
2	Details of the proposed transaction	The Company proposes to give remuneration to its KMPs, for an aggregate amount not exceeding Rs.30,00,000/- (Rupees Thirty Lacs Only) distributed as follows: Company Secretary (CS) – Up to Rs. 15,00,000/- Chief Financial Officer (CFO) – Up to Rs. 15,00,000/-

		The actual remuneration payable shall be determined by the Board of Directors/ Audit Committee/ Nomination and Remuneration Committee from time to time in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's remuneration policy.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months (From the conclusion of the ensuing annual general meeting till the conclusion of the next annual general meeting to be held in the year 2027)
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year.	Aggregate amount not exceeding Rs. 30,00,000/- (Rupees Thirty Lacs Only), distributed as follows: Company Secretary (CS) – Up to Rs. 15,00,000/- Chief Financial Officer (CFO) – Up to Rs. 15,00,000/- The actual remuneration payable shall be determined by the Board of Directors/ Audit Committee/ Nomination and Remuneration Committee from time to time in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's remuneration policy.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	N.A.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Audit Committee, Nomination & Remuneration Committee and the Board have considered the rationale and benefits of the proposed remuneration and are of the view that the same is necessary for the effective management of the Company's affairs, ensuring regulatory compliance and efficient conduct of its day-to-day operations. Accordingly, the proposed transaction is considered to be in the best interests of the Company and its shareholders as a whole.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP	Company Secretary and Chief Financial Officer
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	N.A.

a.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	N.A.
9	Other information relevant for decision making	The remuneration proposed to be paid is considered fair and reasonable having regard to the duties, qualifications, experience and responsibilities of the concerned Key Managerial Personnel. The proposed transaction is in the best interests of the Company and shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws.

3. RELATED PARTY TRANSACTIONS WITH OMKAM GLOBAL CAPITAL PRIVATE LIMITED

PART-A

S.no	**Particulars of the information**	**Information provided bythe Management**
A(1).		
1.	Name of the related party	Omkam Global Capital Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Engaged in the business of investment & finance

<table>
<tr><th colspan="3">A(2).Relationship and ownership of the related party</th></tr>
<tr><td rowspan="4">1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary)and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Mr. Peeyush Kumar Aggarwal, (DIN: 00090423), Managing Director of the Company is also a Director & Promoter of Omkam Global Capital Pvt. Limited</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether director indirect, in the related party.</td><td>NIL</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (incase of transaction involving the subsidiary).</td><td>N.A.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>Nil</td></tr>
<tr><th colspan="3">A(3).Details of previous transactions with the related party</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loans received</td><td>Nil</td></tr>
</table></td><td>During the F.Y. 2025-26, the Company has not received any unsecured loan from Omkam Global Capital Private Limited.</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee/shareholders).</td><td>
<table>
<tr><th>Nature of Transactions</th><th>FY 2026-27 (INR)</th></tr>
<tr><td>Opening balance</td><td>6,63,78,137/-</td></tr>
<tr><td>Loan Taken</td><td>Nil</td></tr>
<tr><td>Loan repaid</td><td>Nil</td></tr>
<tr><td>Closing balance</td><td>6,63,78,137/-</td></tr>
</table></td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years</td><td>No</td></tr>
</table>

A (4).Amount of the proposed transaction(s)		
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Aggregate amount not exceeding Rs.500,00,000/- (Rupees Five Hundred Lacs Only)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	100%
6	Financial performance of the related party for the immediately preceding financial year: <table><tr><td>Particulars</td><td>FY 2024-25</td></tr><tr><td>Turnover</td><td>8,98,831/-</td></tr><tr><td>Profit/(Loss) After Tax</td><td>(2,57,768/-)</td></tr><tr><td>Net Worth</td><td>41,08,30,218/-</td></tr></table>	The particulars of the financial performance of the Company are based on the latest audited financial statements available for the Financial Year 2024–2025.
A(5)Basic details for proposed transactions		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings (Unsecured Loans)
2	Details of the proposed transaction	The Company proposes to avail unsecured loans from Omkam Global Capital Private Limited, a related party, from time to time, in one or more tranches, for meeting its business requirements, working capital needs and general corporate purposes, for an aggregate amount not exceeding Rs.500,00,000/- (Rupees Five Hundred Lacs Only) during the tenure of the proposed transaction. The loans shall be unsecured in nature and shall be availed on such terms and conditions, including tenure and repayment, as may be mutually agreed between the parties and in compliance with applicable laws.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months, i.e., from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the year 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate amount not exceeding Rs500,00,000/- (Rupees Five Hundred Lacs Only), -
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Audit Committee and the Board have considered the rationale and benefits of the proposed transaction and are of the opinion that the proposed borrowing is in the best interest of the Company, as it will facilitate timely access to funds for meeting its operational requirements, working capital needs and business

		objectives, while enhancing financial flexibility. The proposed transaction shall be undertaken on an arm's length basis and on terms that are fair and reasonable to the Company and is expected to be beneficial to the Company and its shareholders as a whole.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP	Mr. Peeyush Kumar Aggarwal, Managing Director of the Company, DIN: 00090423) is also a Director & Promoter of Omkam Global Capital Pvt. Limited
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	82.32%
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	N.A.
9	Other information relevant for decision making	The proposed borrowing will provide the Company with timely access to funds for meeting its operational, working capital and business requirements. The Audit Committee and the Board have considered all relevant facts and circumstances and are of the view that the proposed transaction is in the best interests of the Company. Further, the proposed borrowing shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws. Save as disclosed in this Explanatory Statement, there is no other information considered material for the members to make an informed decision on the proposed resolution.

PARTB

Information in respect of specific type of Related Party Transactions

B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
S. No	**Particulars of the information**	**Information provided by the management**
1.	Material covenants of the proposed transaction	The Company may avail unsecured loans from Omkam Global Capital Private Limited, from time to time, in one or more tranches, for an aggregate amount not exceeding Rs. 500,00,000/- (Rupees Five Hundred Lacs Only). The loan shall be

		unsecured in nature and shall be utilized for meeting the Company's working capital requirements, business operations and general corporate purposes. The tenure, interest, repayment schedule and other terms and conditions of the loan shall be mutually agreed between the parties from time to time and shall be in compliance with applicable Laws. The transaction shall be undertaken on arms length basis andshall be on terms that are fair, reasonable and in the best interests of the Company.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The rate of interest, if any, shall be mutually agreed between the parties and shall be on arm's length basis and in accordance with applicable Laws.
3.	Cost of borrowing	The cost of borrowing under the proposed transaction is expected to be competitive and beneficial to the Company, having regard to prevailing market conditions and alternative funding sources.
4.	Maturity / due date	The loan shall be repayable on demand or in accordance with such repayment terms as may be mutually agreed between the parties from time to time.
5.	Repayment schedule & terms	The loan shall be repayable on demand and/or in accordance with such repayment schedule, tenure and other terms as may be mutually agreed between the Company and the lender from time to time.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for meeting the Company's working capital requirements, administrative, operational and business needs, growth initiatives, statutory obligations, strategic opportunities and other general corporate purposes, in accordance with applicable Laws and the requirements of the Company from time to time.

PARTC

C (4). Disclosure only in case of Material transactions relating to borrowings by the listed entity or its subsidiary		
S. No	**Particulars of the information**	**Information provided by the management**
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	 109.28 182.77
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statement a. Before transaction b. After transaction	N.A.

4. RELATED PARTY TRANSACTIONS WITH OMKAM DEVELOPERS LIMITED

PART-A

S.no	**Particulars of the information**	**Information provided bythe Management**
A(1).		
1.	Name of the related party	Omkam Developers Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Engaged in the business of dealing in all kinds of immovable properties, plots, real estate, etc
A(2).Relationship and ownership of the relate party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary)and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Peeyush Kumar Aggarwal, (DIN: 00090423), Managing Director of the Company is also a Director & Promoter of Omkam Developers Limited
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether director indirect, in the related party.	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (incase of transaction involving the subsidiary).	N.A.
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Nil
A(3).Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	--

S. No.	Nature of Transactions	FY 2025-26 (INR)
1.	Unsecured Loans received	Nil

<table>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee/shareholders).</td><td>--</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years</td><td>No</td></tr>
<tr><td colspan="3">A (4).Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Total amount of all the proposed transactions being placed for approval in the current meeting.</td><td>Aggregate amount not exceeding Rs.500,00,000/- (Rupees Five Hundred Lacs Only)</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.</td><td>100%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:
<table><tr><td>Particulars</td><td>FY 2024-25 (Rs.)</td></tr><tr><td>Turnover</td><td>4,27,986/-</td></tr><tr><td>Profit After Tax</td><td>(2,10,706/-)</td></tr><tr><td>Net Worth</td><td>84,62,70582/-</td></tr></table></td><td>The particulars of the financial performance of the Company are based on the latest audited financial statements available for the Financial Year 2024–2025.</td></tr>
<tr><td colspan="3">A(5)Basic details for proposed transactions</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Borrowings (Unsecured Loans)</td></tr>
<tr><td>2</td><td>Details of the proposed transaction</td><td>The Company proposes to avail unsecured loans from Omkam Developers Limited, a related party, from time to time, in one or more tranches, for meeting its business requirements, working capital needs and general corporate purposes, for an aggregate amount not exceeding Rs.500,00,000/- (Rupees Five Hundred</td></tr>
</table>

		Lacs Only) during the tenure of the proposed transaction. The loans shall be unsecured in nature and shall be availed on such terms and conditions, including tenure and repayment, as may be mutually agreed between the parties and in compliance with applicable laws.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months, i.e., From the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the year 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate amount not exceeding Rs 500,00,000/- (Rupees Five Hundred Lacs Only), -
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Audit Committee and the Board have considered the rationale and benefits of the proposed transaction and are of the opinion that the proposed borrowing is in the best interest of the Company, as it will facilitate timely access to funds for meeting its operational requirements, working capital needs and business objectives, while enhancing financial flexibility. The proposed transaction shall be undertaken on an arm's length basis and on terms that are fair and reasonable to the Company and is expected to be beneficial to the Company and its shareholders as a whole.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP	Mr. Peeyush Kumar Aggarwal (Managing Director of the Company, DIN: 00090423) is also a Director & Promoter of Omkam Developers. Limited
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	97.93%
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	N.A.
9	Other information relevant for decision making	The proposed borrowing will provide the Company with timely access to funds for meeting its operational, working capital and business requirements. The Audit Committee and the Board have considered all relevant facts and circumstances and are of the view that the proposed transaction is in the best interests of the Company. Further, the proposed borrowing shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013,

		the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws. Save as disclosed in this Explanatory Statement, there is no other information considered material for the members to make an informed decision on the proposed resolution.

PARTB

Information in respect of specific type of Related Party Transactions

B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
S. No	**Particulars of the information**	**Information provided by the management**
1.	Material covenants of the proposed transaction	The Company may avail unsecured loans from Omkam Developers Limited, from time to time, in one or more tranches, for an aggregate amount not exceeding Rs. 500,00,000/- (Rupees Five Hundred Lacs Only). The loan shall be unsecured in nature and shall be utilized for meeting the Company's working capital requirements, business operations and general corporate purposes. The tenure, interest, repayment schedule and other terms and conditions of the loan shall be mutually agreed between the parties from time to time and shall be in compliance with applicable Laws. The transaction shall be undertaken on arms length basis and shall be on terms that are fair, reasonable and in the best interests of the Company.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The rate of interest, if any, shall be mutually agreed between the parties and shall be on arm's length basis and in accordance with applicable Laws.
3.	Cost of borrowing	The cost of borrowing under the proposed transaction is expected to be competitive and beneficial to the Company, having regard to prevailing market conditions and alternative funding sources.
4.	Maturity / due date	The loan shall be repayable on demand or in accordance with such repayment terms as may be mutually agreed between the parties from time to time.

5.	Repayment schedule & terms	The loan shall be repayable on demand and/or in accordance with such repayment schedule, tenure and other terms as may be mutually agreed between the Company and the lender from time to time.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for meeting the Company's working capital requirements, administrative, operational and business needs, growth initiatives, statutory obligations, strategic opportunities and other general corporate purposes, in accordance with applicable Laws and the requirements of the Company from time to time.

PARTC

C (4). Disclosure only in case of Material transactions relating to borrowings by the listed entity or its subsidiary		
S. No	**Particulars of the information**	**Information provided by the management**
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	 109.28 182.77
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statement a. Before transaction b. After transaction	N.A.

Item No 5: Appointment of Ms. Anchal Goyal (DIN 10751205) as an Independent Director of the Company

The Board of Directors in its meeting held on 02.09.2026 has upon the recommendation of the Nomination & Remuneration Committee recommends the appointment of Ms Anchal Goyal (DIN 10751205) as an Independent Director of the Company, not liable to retire by rotation, for a term of 05 (Five) consecutive years commencing from the date of this Annual General Meeting i.e. 32nd (Thirty Second) Annual General Meeting up to the date of the 37th (Thirty Seventh) Annual General Meeting of the Company to be held in the year 2031. The Company has received notices in writing under Section 160 of the Companies Act, 2013 along with deposit of requisite amount proposing her candidature for the office of Independent Director. Ms Anchal Goyal (DIN 10751205) has also given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act and SEBI (LODR) Regulations, 2015. In the opinion of the Board, Ms Anchal Goyal (DIN 10751205) fulfils the conditions specified in the Act and the Rules framed thereunder for her appointment as an Independent Director and she is Independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act and SEBI (LODR) Regulations, 2015, the appointment of Ms Anchal Goyal (DIN 10751205) as an Independent Director is now being placed before the members for their approval.

A brief profile of Ms Anchal Goyal is given below:

Ms. Anchal Goyal holds a professional degree of MCA (Master of Computer Applications) and she is a Post Graduate from Chaudhary Charan Singh University. She has a rich experience of more than 10 years in various aspects of IT management, viz., E-mail Marketing, Marketing Budget Analysis, Graphic Designing, Presentation Software, Computer Programming, the field of marketing and general administration.

Ms Anchal Goyal holds the directorship and membership of the Committees of the Board of Directors of the following listed/unlisted public limited companies.

Sl. No.	Name of the Company	Details of Committee Membership
1	Polar Marmo Agglomerates Limited	Audit Committee – Member Nomination & Remuneration Committee-Member Stakeholders Relationship Committee-Member
2	Interworld Digital Limited	Audit Committee – Member Nomination & Remuneration Committee-Member Stakeholders Relationship Committee-Member

Ms Anchal Goyal does not hold any equity shares of the Company.

Ms Anchal Goyal does not have any relationship with any of the existing Directors and Key Managerial Personnel of the Company.

Details of listed companies in which Ms Anchal Goyal resigned in the past three years – NIL

The Board considers that her association would be of immense benefit to the Company as she is having a good technical knowledge & versatile experience in Marketing, Marketing Budget Analysis, Graphic Designing, Presentation Software, Computer Programming, etc. and she provides the ideas for administration. It is desirable to avail services of Ms Anchal Goyal as an Independent Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out in Item No. 5.

The Board of Directors recommends the resolution at Item no. 5 for approval of the Members as a Special Resolution.

Item No. 6: Approval of Transactions under Section 185 Of The Companies Act, 2013

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may, subject to the approval of the members by way of a Special Resolution and fulfilment of the prescribed conditions, advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person or body corporate in which any director of the company is interested.

As part of its business strategy and financial management objectives, the Company may, from time to time, identify suitable opportunities for extending financial assistance by way of inter-corporate loans, guarantees and/or securities to entities in which directors of the Company may be interested, directly or indirectly, within the meaning of Section 185 of the Act. Such transactions may be undertaken to support business expansion, strategic alliances, operational requirements, investment opportunities, treasury management activities and other commercial objectives that are considered beneficial to the Company.

In order to enable the Company to promptly capitalize on such opportunities and to provide operational flexibility to the Board of Directors to undertake such transactions as and when considered expedient, it is proposed to authorize the Board of Directors to advance loans, including loans represented by book debts, and/or provide guarantees or securities in connection with loans availed by eligible persons or bodies corporate covered under Section 185 of the Act, provided that the aggregate amount of all such loans, guarantees and securities outstanding at any point of time shall not exceed INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore Only).

All such loans, guarantees and securities shall be provided in compliance with the provisions of Section 185 and other applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. The borrowing entities shall utilize the funds only for their principal business activities and the transactions shall be undertaken on such terms and conditions as may be determined by the Board from time to time in the best interests of the Company.

Except to the extent of their interest, if any, in the entities to whom loans may be advanced or in connection with whose borrowings, guarantees or securities may be provided pursuant to this authorization, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out in Item No. 6 for approval by the members as a Special Resolution.

For and on Behalf of the Board of Directors of
MPS Pharmaa Limited
(Formerly Advik Laboratories Limited)

Sd/-
(Peeyush Kumar Aggarwal)
Chairman
DIN : 00090423

Date: 02nd September, 2026
Place: New Delhi