NOTICE

NOTICE is hereby given that the 16th Annual General Meeting ('AGM') of the Members of APTUS PHARMA LIMITED (Formerly known as Aptus Pharma Private Limited) ('the Company') will be held on 14th day of September, 2026 at 11.00 a.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the following business. The deemed venue for the AGM shall be the Registered Office of the Company at Ashutosh Buildcon, Opp. Slok – 2, Nr. Harikrupa Logistic Park, Aslali, Daskroi, Ahmedabad, Gujarat – 382427, in accordance with the applicable provisions of the Companies Act, 2013 and the Circulars issued by the Ministry of Corporate Affairs in this regard.

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon, and, in this regard.

2. Appointment of Director liable to retire by rotation

To appoint a Director in place of Mr. Chetan Shantilal Lalseta, (DIN: 02547012), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Approval of Preferential Allotment of Equity shares.

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("SEBI LODR") and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") the listing agreement entered into by the Company with BSE Limited the "Stock Exchange") on which the Equity Shares of the Company are listed and in accordance with the provisions of the Foreign Exchange Management Act, 1999 as amended from time to time and the rules, direction, circulars, notifications, regulations and guidelines issued thereunder ("FEMA") and in accordance with any other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, the Reserve Bank of India ("RBI") under FEMA, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities, institutions or bodies (hereinafter collectively referred to as the "Regulatory Authorities"), and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board for preferential issue of an amount INR 44,88,03,600/- (Indian Rupees forty four crore eighty eight lakhs three thousands and six hundred only) consisting of cash, and accordingly create, issue, offer and allot by way of preferential issue, from time to time, in one or more tranches, 16,02,870 (Sixteen lakhs two thousand eight hundred and seventy only) fully paid up equity shares of face value of INR 10/- each (‘Equity Shares’) at an issue price of INR 280/- (including premium of INR 270/-) per Equity Share of the Company (“Subscription Shares”) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (“Floor Price”) as on the Relevant Date (i.e., August 14, 2026, being the date 30 days prior to the date of Annual General Meeting scheduled to be held on September 14, 2026) determined in accordance with applicable law and the valuation report obtained as per the provisions of the Act, the SEBI ICDR Regulations and as required under FEMA, for cash consideration to the “Proposed Allottees” (as mentioned below) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion. The details of Proposed Allotees and the number of Subscription Shares proposed to be allotted to each of them is set forth in the table below:

Sr. No.	Name of Proposed Allotees	No. of Shares	Category#	Status
1.	Pathik Mayur Parikh	18180	Public	Individual
2.	Nirav Jagdishchandra Pandya	3600	Public	Individual
3.	Mayurkumar Jayantilal Gondaliya	5450	Public	Individual
4.	Mahipalsinh Pravinsinh Zala	1800	Public	Individual
5.	Gopi Mitesh Parekh	7270	Public	Individual
6.	Krishna Jayesh Pabari	3600	Public	Individual
7.	Rahul Pravinchandra Gamot	3600	Public	Individual
8.	Hetal Rupen Paun	3600	Public	Individual
9.	Harishkumar Kanjibhai Paun	3600	Public	Individual
10.	Kavita Ashok Karia	3600	Public	Individual
11.	Pareshkumar Narandas Kariya	3600	Public	Individual
12.	Nikitaben Rasheshbhai Kariya	9000	Public	Individual
13.	Halewood Laboratories Private Limited	36300	Public	Corporate
14.	Paresh Bharatbhai Manek	17450	Public	Individual
15.	Vinod Kumar Gupta	9000	Public	Individual
16.	Purshottamdas Nandlal Kansara	3600	Public	Individual
17.	Nayana Purushottam Kansara	3600	Public	Individual
18.	Heena Kandarp Kansara	3600	Public	Individual
19.	Kandarp Kansara (Huf)	3600	Public	HUF
20.	Purushottam Kansara (Huf)	3600	Public	HUF
21.	Ilaben Mahesh Dabhi	3600	Public	Individual
22.	Bhanumati Kanaiyalal Baldania	1800	Public	Individual
23.	Baldaniya Mamta Viral	1800	Public	Individual
24.	Shobhanaben Mukeshbhai Mungalpara	5450	Public	Individual
25.	Haresh Vrajlal Desai	5450	Public	Individual
26.	Meghna Bankim Chaudhari	3600	Public	Individual
27.	Payal Ravikumar Kanani	3600	Public	Individual
28.	Bhumika Rupesh Aghera	3600	Public	Individual

29.	Chetanbhai Khodidas Beladiya	9000	Public	Individual
30.	Vijaykumar Merubhai Khunti	3600	Public	Individual
31.	Gargee Hardik Bhut	1800	Public	Individual
32.	Vijay M Timbadiya	1800	Public	Individual
33.	Sagar H Ajudiya	1800	Public	Individual
34.	Pankaj Uakabhai Badmliya	3600	Public	Individual
35.	Ankit Chhaganbhai Sinojiya	1800	Public	Individual
36.	Udaykumar Nanjibhai Mesiya	10900	Public	Individual
37.	Ankit Shantilal Baldha	1800	Public	Individual
38.	Kalpnaben Sanjaybhai Vasant	14500	Public	Individual
39.	Truptiben Khushalbhai Ramani	1800	Public	Individual
40.	Savitaben Dhirubhai Bhayani	3600	Public	Individual
41.	Dharmeshbhai Vinodray Pansuriya	29000	Promotor Group	Individual
42.	Jayvirsinh Bhagvatsinh Zala	4350	Public	Individual
43.	Aartiben Kiranbhai Gosai	3600	Public	Individual
44.	Mukesh Vallbhbhai Boghara	2900	Public	Individual
45.	Deep Vasantbhai Thacker	1800	Public	Individual
46.	Kamlesh Gopaljibhai Sadani	1800	Public	Individual
47.	Nartik Devjibhai Thanki	3600	Public	Individual
48.	Pintu Jivanbhai Padaliya	1800	Public	Individual
49.	Piyushkumar Sakhiya	1800	Public	Individual
50.	Satyam Chhaganbhai Vispara	1800	Public	Individual
51.	Sandeep Vitthalbhai Bhuva	1800	Public	Individual
52.	Chiragkumar Ghanshyambhai Adroja	3600	Public	Individual
53.	Taraviya Kajal Ganeshbhai	5450	Public	Individual
54.	Bhavesh Kanjibhai Virani	3600	Public	Individual
55.	Arjunsinh Bhagavatsinh Zala	4350	Public	Individual
56.	Ravi Bhushan Tiwari	23600	Public	Individual
57.	Jasti Prabhakara Chowdary	5450	Public	Individual
58.	Srinivas Kollati	5450	Public	Individual
59.	Gautam Vithalbhai Chotai	18000	Public	Individual
60.	Chandresh Vithalbhai Chotai	18000	Public	Individual
61.	Vishakha Bhaveshbhai Chovatiya	27200	Public	Individual
62.	Prit Bhaveshbhai Chovatiya	27200	Public	Individual
63.	Rameshchandra Dayarambhai Pujara	18000	Promotor Group	Individual
64.	Vandana Bimal Engineer	7270	Promotor Group	Individual
65.	Bhavik Harilal Tanna	3600	Public	Individual
66.	Sonal Ramendra Wala	18180	Public	Individual
67.	Kamlesh M Pandya	1800	Public	Individual
68.	Pruthvirajsinh Bhagirathsinh Jadeja	3600	Public	Individual
69.	Jagruti Vipul Patel	3600	Public	Individual
70.	Abhishek Chandrakant Mataliya	1800	Public	Individual
71.	Kalpesh Bharatbhai Mandaviya	1800	Public	Individual

72.	Rakesh Ratilal Patel	1800	Public	Individual
73.	Sagar Joshi	1800	Public	Individual
74.	Dipti Mohitbhai Boricha	1800	Public	Individual
75.	Rukhsarbanu Aaqib Munshi	1800	Public	Individual
76.	Ankitkumar Pravinchandra Doshi	1800	Public	Individual
77.	Ritesh Gupta	9000	Public	Individual
78.	Rasikchandra Chandrakant Rupareliya	54900	Public	Individual
79.	Jayeshbhai Vaghajibhai Rupareliya	1800	Public	Individual
80.	Neetaben Kantilal Gondaliya	5800	Public	Individual
81.	Sneha Bhavesh Borad	2180	Public	Individual
82.	Namrata Dipesh Kakadiya	3600	Public	Individual
83.	Kalpeshkumar Dineshbhai Babariya	9000	Public	Individual
84.	Rajneesh Singh Gaur	5450	Public	Individual
85.	Bhaveshkumar Mohanbhai Rudani	4700	Public	Individual
86.	Kalpeshbhai Dineshbhai Vadi	3600	Public	Individual
87.	Urjaben Vishalgiri Goswami	3600	Public	Individual
88.	Manishbhai Prabhudasbhai Siddhpura	3600	Public	Individual
89.	Hirenbhai Amartlal Hingrajiya	1800	Public	Individual
90.	Jevin Bhanajibhai Bhanderi	9000	Public	Individual
91.	Atulbhai Haribhai Sangani	5800	Public	Individual
92.	Hardik Lakhmanbhai Rupareliya	3600	Public	Individual
93.	Dharmishthaben Hiteshbhai Vaghasiya	5450	Public	Individual
94.	Parita Sety Zalavadiya	1800	Public	Individual
95.	Jinal Jay Sheth	32700	Public	Individual
96.	Bipinbhai Rameshbhai Vaghela	7250	Public	Individual
97.	Rameshkumar Dilsukhrai Kothari Huf	3600	Public	HUF
98.	Jalpa Dhanik Kacha	10900	Public	Individual
99.	Bhanumatiben Rasikbhai Vasoya	1800	Public	Individual
100.	Bhasker Dahyabhai Patel	1800	Public	Individual
101.	Chetanbhai Damjibhai Vadodariya	3600	Public	Individual
102.	Sumit Jasmatbhai Gami	3600	Public	Individual
103.	Tanuja Chiragbhai Hadvani	3600	Public	Individual
104.	Rekhaben Kishorbhai Jadav	1800	Public	Individual
105.	Jagdish Ranchhodbhai Karkar	3600	Public	Individual
106.	Jalpa Samir Serathiya	7260	Public	Individual
107.	Dipa Chirag Dedakia	3600	Public	Individual
108.	Rakeshgiri Durlabhgiri Gauswami	5450	Public	Individual
109.	Jignesh Jamnadas Sojitra (Huf)	5450	Public	HUF
110.	Yogesh Prafulchandra Tejani	36300	Public	Individual
111.	Shailesh Jayntilal Thanki	3600	Public	Individual
112.	Patel Bhavya Vijaykumar	3600	Public	Individual
113.	Vaishaliben Ravibhai Masharu	14500	Public	Individual
114.	Hitendra Gambhirdas Manseta	4350	Public	Individual
115.	Vavadia Nimesh Rohitkumar	10900	Public	Individual
116.	Dimpal Nimesh Vavadia	10900	Public	Individual
117.	Prakashkumar Bhikhalal Manseta	7250	Public	Individual

118.	Manseta Priyanka Niravbhai	3600	Public	Individual
119.	Kakadiya Jalak Hiteshbhai	3600	Public	Individual
120.	Bhagirathsinh Sajubha Zala (Huf)	5450	Public	HUF
121.	Sajubha Popatbha Zala (Huf)	5450	Public	HUF
122.	Panchasara Madhuben Jayendrakumar	3600	Public	Individual
123.	Parixitsinh Digvijaysinh Jadeja	3600	Public	Individual
124.	Gorasiya Jeet Hirenbhai	3600	Public	Individual
125.	Dharamba Rajendrasinh Jadeja	3600	Public	Individual
126.	Ajaykumar Natvarlal Sheth	18000	Public	Individual
127.	Akshit Mahendra Raycha	20000	Public	Individual
128.	Mahendra Chatrabhuj Raycha	20000	Public	Individual
129.	Kishan Miteshkumar Raichura	5450	Public	Individual
130.	Bansi Miteshkumar Raichura	5450	Public	Individual
131.	Pankajbhai B Budhdhadev	4000	Public	Individual
132.	Jaini Jain	1500	Public	Individual
133.	Hirva Bhaveshbhai Chandarana	7250	Public	Individual
134.	Payal Ketan Kotak	3250	Public	Individual
135.	Chandani Deepak Kotak	3250	Public	Individual
136.	Dev Rajeshbhai Manseta	36300	Public	Individual
137.	Anjanaben Rajeshkumar Manseta	18180	Public	Individual
138.	Manseta Shitalben J	18000	Public	Individual
139.	Vinod Vallabhdas Thacker	5450	Public	Individual
140.	Vivek Vinod Thacker	5450	Public	Individual
141.	Nirmala Vinod Thacker	5450	Public	Individual
142.	Kunal Vanzara Huf	5000	Public	HUF
143.	Tejas V Kotak Huf	3600	Public	HUF
144.	Manoj Ratilal Mehta	3600	Public	Individual
145.	Manan Kalpesh Pujara	14500	Public	Individual
146.	Chintan Kalpesh Pujara	3600	Public	Individual
147.	Gopalbhai Prabhudas Lalcheta	3600	Public	Individual
148.	Rakesh Prabhudasbhai Lalcheta	3600	Public	Individual
149.	Krishita Jenish Adesara	3600	Public	Individual
150.	Kantaben Pashabhai Chauhan	3600	Public	Individual
151.	Bhargav Govindkumar Davda	3600	Public	Individual
152.	Sunny Ashokbhai Sapariya	3600	Public	Individual
153.	Osmanbhai Husenbhai Mir	10900	Public	Individual
154.	Amir Osman Mir	10900	Public	Individual
155.	Keval Jagdishchandra Vasavada	3600	Public	Individual
156.	Mayuri Sudip Adesara	3600	Public	Individual
157.	Yash Hasmukhbhai Kotecha	5450	Public	Individual
158.	Poojaben Rajanbhai Bagdai	10900	Public	Individual
159.	Rupalben Virenbhai Mehta	1800	Public	Individual
160.	Hetal Pratik Batavia	12700	Public	Individual
161.	Ansh Cotton Llp	36300	Public	LLP
162.	Mehul Shantilal Lalseta	3600	Promotor Group	Individual

163.	Hiral Nimishbhai Parikh	1800	Public	Individual
164.	Sagar Tanna	18000	Public	Individual
165.	Pankajkumar Muljibhai Adhiya	3600	Public	Individual
166.	Poonamben Devangbhai Gadesha	18000	Public	Individual
167.	Komal Kotecha	18000	Public	Individual
168.	Hirenkumar Vinaykant Kotecha	7250	Public	Individual
169.	Dipakkumar Nathalal Raichura	1800	Public	Individual
170.	Abhishek Kiritkumar Kotecha	5000	Public	Individual
171.	Jenil Hirenbhai Sejpal	18000	Public	Individual
172.	Vinod Arvindbhai Joshi	5450	Public	Individual
173.	Piyush Rasikbhai Unadkat	18000	Promotor Group	Individual
174.	Rasiklal Khimjibhai Unadkat	1800	Promotor Group	Individual
175.	Chirag Mahendrabhai Baldev	72700	Public	Individual
176.	Priyanka Lalitbhai Sadaria	18000	Public	Individual
177.	Vishnuvibe Consultants Llp	9000	Public	LLP
178.	Bhaveshbhai Jayendrakumar Pabari	54500	Public	Individual
179.	Kishan Kanayalal Tanna	3600	Public	Individual
180.	Jigneshkumar Rameshchandra Rajani	9000	Public	Individual
181.	Darshit Vijaybhai Chandarana (Huf)	27200	Public	HUF
182.	Rishit Amit Sanghvi	27200	Public	Individual
183.	Rekhaben Sharadkumar Chandarana	18000	Promotor Group	Individual
184.	Komal Parasbhai Mehta	18000	Public	Individual
185.	Ramilaben Navinchandra Sadrani	9000	Public	Individual
186.	Ghelani Shyam Chhaganlal Huf	9000	Public	HUF
187.	Hiren Rajeshbhai Khakhar	16300	Public	Individual
188.	Viralbhai Chunilal Ghodasara	9000	Public	Individual
189.	Milan Narendrakumar Rughani	3600	Promotor Group	Individual
190.	Pooja Shah	1500	Public	Individual
	Total	16,02,870		

*The category of allottees as Public is to be considered as Non-Promoter as well as Promoter Group to be considered as promoter.

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the Floor Price for the Subscription Shares proposed to be allotted to the above-mentioned Proposed Allottees is Friday, August 14, 2026 (i.e. being the date, which is 30 days prior to the date of this Annual General Meeting of the Company which is scheduled on Monday, September 14, 2026).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Subscription Shares proposed to be issued and allotted to the Proposed Allotees on preferential basis shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.

b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

e. The Proposed Allottees who are being issued Subscription Shares for cash as provided in above table at serial number (1) to (190), shall be required to bring in the entire consideration for the Subscription Shares to be allotted to such Proposed Allottee, on or before the date of allotment thereof. The said cash consideration for allotment of proportionate number of Subscription Shares shall be paid to the Company from the Bank accounts of the respective Proposed Allottees, as applicable

g. The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Subscription Share, as it may, in its sole and absolute discretion deem fit within the scope after the approval of Members and expedient and to make an offer to the Proposed Allottees through private placement offer letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the Subscription Shares pursuant to this preferential issue for cash shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (iii) filing of requisite documents with the depositories, (iv) to resolve and settle any questions and difficulties that may arise in the preferential allotment, (v) issue and allotment of the Subscription Shares and listing thereof with the Stock Exchange, apply to Stock Exchange for obtaining the in-principle approval in accordance with the SEBI ICDR Regulations and other applicable laws, listing approval of the Subscription Shares, trading approval of the Subscription Shares, and other activities as may be necessary for obtaining listing and trading approvals from the Stock Exchange, and (vi) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution."

By Order of the Board of Directors
For APTUS PHARMA LIMITED

Tejash Maheshchandra Hathi
Managing Director
DIN: 03151221

Rajkot, 17th August, 2026

NOTES

1. In compliance with General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“MCA”) and Circular issued by Securities Exchange Board of India ("SEBI") from time to time, other applicable circulars and notifications issued (including any statutory modifications or reenactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 , SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 16th Annual General Meeting (“AGM”) is being held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”),without the physical presence of Members at a common venue. The deemed venue for the 16th AGM will be the Registered Office of the Company.

2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with the applicable rules made thereunder, setting out the material facts in respect of the business proposed at item no(s). 3 is annexed hereto and forms part of this Notice.

Further, relevant information pursuant to Regulation 36 and other relevant provisions of the SEBI Listing Regulations and disclosure requirements in terms of Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this AGM is furnished as Annexure to this Notice.

3. The cut-off date for determining the eligibility of Members to cast their vote (by remote e-voting or e-voting during the AGM) shall be Monday, September 7, 2026 ('Cut-off Date'). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

4. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') as the agency to provide e-voting facility to its Members, both for remote e-voting prior to the AGM and for e-voting during the AGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, and the applicable Secretarial Standard on General Meetings (SS-2).

5. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.

6. In compliance with the aforesaid MCA Circulars and applicable provisions of the SEBI Listing Regulations, the Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website at www.aptus-pharma.com, the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com, and on the website of the Company's e-voting agency, CDSL, at www.evotingindia.com.

7. Institutional Investors /Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through e-Voting, are requested that certified copy of the Board Resolution/ Power of Attorney/Authority Letter are to be sent to the Scrutinizer by e-mail at nalinganatra@gmail.com with a copy marked to aptuspharma@rediffmail.com or uploaded by clicking on the 'Upload Board Resolution/Authority Letter' displayed under the 'e Voting' tab in their login.

8. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum as per Section 103 of the Act. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.

9. The remote e-voting period shall commence on Friday, 11th September, 2026 at 9:00 A.M. (IST) and end on Sunday, 13th September, 2026 at 5:00 P.M. (IST). During this period, Members holding shares as on the Cut-off Date may cast their vote electronically through the CDSL e-voting platform at www.evotingindia.com. Remote e-voting shall not be allowed beyond the said date and time, and once the vote is cast, the Member shall not be allowed to change it subsequently.

10. Members who have not cast their vote through remote e-voting shall be able to exercise their right to vote at the AGM through the e-voting system provided by CDSL during the course of the meeting. Members who have already cast their vote through remote e-voting may attend and participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

11. The detailed procedure for (a) joining the AGM through VC/OAVM, (b) remote e-voting, and (c) e-voting during the AGM, together with the login credentials/User ID and Password, helpline details, and the manner of obtaining the same by Members who have not registered their e-mail addresses, shall be provided in the instructions accompanying this Notice, as prescribed under the MCA Circulars and the CDSL e-voting framework.

12. In case of any query/grievance relating to e-voting, Members may refer to the Frequently Asked Questions ('FAQs') and the e-voting manual available at www.evotingindia.com under the 'help' section, or contact CDSL at the designated toll-free number/e-mail ID provided therein. Members may also write to the Company at aptuspharma@rediffmail.com or to the Registrar and Share Transfer Agent, Accurate Securities and Registry Private Limited. at info@accuratesecurities.com.

13. The Company shall make necessary arrangements to enable Members to join the AGM through VC/OAVM and to allow participation on a first-come-first-served basis, in accordance with the MCA Circulars, without restricting attendance solely for Members who have not cast their vote through remote e-voting.

14. Members desirous of asking any questions or seeking clarifications on the accounts or operations of the Company are requested to send their queries in advance to the Company at aptuspharma@rediffmail.com, at least 7 days before the date of the AGM, so as to enable the Company to respond suitably during the Meeting.

15. This Notice is being issued in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the SEBI Listing Regulations, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and the relevant MCA Circulars referred to above.

16. E-voting Facility:

The Instructions for Members for Remote E-Voting and Joining General Meeting Are as Under: -

The remote e-voting period begins on Friday, 11th September, 2026 at 09:00 A.M. and ends on Sunday, 13th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL 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. 07th 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 07th September 2026.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.aptus-pharma.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022. General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023, General circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025 and after due examination, it has been decided to allow companies to conduct their AGMs/EOGMs through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins on Friday, 11th September, 2026 at 09:00 A.M. and ends on Sunday, 13th September, 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 07th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period 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 at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

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

The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

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

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

Individual Shareholders holding securities in Demat mode with **NSDL**	**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Aptus Pharma Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

• After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

• The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

• It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

• Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; nalinganatra@gmail.com and to Company's email: aptuspharma@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at aptuspharma@rediffmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company's email id: aptuspharma@rediffmail.com and RTA Email id: info@accuratesecurities.com

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

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

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

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

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)
As required under Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item(s) No. 03 of the accompanying Notice.

Item 03 - Issue of Equity Shares on Preferential Basis for cash

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 (the "Act"), to issue and allot 16,02,870 (Sixteen lakhs ten thousands one hundred shares only) fully paid up equity shares of the Company having face value of INR 10/- (Indian Rupee Ten Only) each("Equity Shares") at an issue price of INR 280/- (including premium of INR 270/-) per Equity Share of the Company ("Subscription Shares"), for cash consideration to the "Proposed Allottees" (as mentioned below) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion. The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of shareholders of the Company and the relevant stock exchange. The said proposal has been considered and approved by the Board in its meeting held on August 08, 2026 and August 17, 2026

Necessary information/details in relation to the Preferential Issue as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the Act read with the rules issued there under, are set forth below:

1. Objects of the Preferential Issue:

The proceeds of the issue amounting to Rs. 44.88 Crores are proposed to be utilised as under:

Sr. No.	Purpose / Head	Amount (Rs. In Crores)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1	Capital Expenditure- Land acquisition, Manufacturing plant structure, Hi-tech storage facilities & vehicles	25.00	Within 36 months from receipt of funds (as set out herein)
2	Working Capital Requirements	10.00	
3	General Corporate Purposes: Remaining issue proceeds will be utilized for general corporate purposes, including but not limited to meeting operational expenses, corporate exigencies and managing contingencies, for strategic growth and business expansion. These funds may also be directed toward improving the Company's financial health, enhancing net worth and reducing debt, ensuring long-term growth and stability	9.88	
	Total	**44.88**	

* Till such time above mentioned issue proceeds are fully utilized, the Company intends to keep the same in bank deposits and /or Fixed Deposit with scheduled commercial banks, securities issued by Government of India or any other investments in permitted financial instruments as may be permitted under applicable laws.

BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on August 08, 2026 and August 17, 2026 has, subject to the approval of the shareholders and such other approvals as may be required, approved the issuance and allotment of 16,02,870 (Sixteen lakhs two thousand eight hundred and seventy Shares aonly) fully paid up equity shares of the Company having face value of INR 10/- (Indian Rupee Ten Only) each("Equity Shares") at an issue price of INR 280/- (including premium of INR 270/-) per Equity Share of the Company ("Subscription Shares"), for cash consideration to the "Proposed Allottees" (as mentioned below):

Sr. No.	Name of Proposed Allotees	No. of Shares	*Category
1.	Pathik Mayur Parikh	18180	Public
2.	Nirav Jagdishchandra Pandya	3600	Public
3.	Mayurkumar Jayantilal Gondaliya	5450	Public
4.	Mahipalsinh Pravinsinh Zala	1800	Public
5.	Gopi Mitesh Parekh	7270	Public
6.	Krishna Jayesh Pabari	3600	Public
7.	Rahul Pravinchandra Gamot	3600	Public
8.	Hetal Rupen Paun	3600	Public
9.	Harishkumar Kanjibhai Paun	3600	Public
10.	Kavita Ashok Karia	3600	Public
11.	Pareshkumar Narandas Kariya	3600	Public
12.	Nikitaben Rasheshbhai Kariya	9000	Public
13.	Halewood Laboratories Private Limited	36300	Public
14.	Paresh Bharatbhai Manek	17450	Public
15.	Vinod Kumar Gupta	9000	Public
16.	Purshottamdas Nandlal Kansara	3600	Public
17.	Nayana Purushottam Kansara	3600	Public
18.	Heena Kandarp Kansara	3600	Public
19.	Kandarp Kansara (Huf)	3600	Public
20.	Purushottam Kansara (Huf)	3600	Public
21.	Ilaben Mahesh Dabhi	3600	Public
22.	Bhanumati Kanaiyalal Baldania	1800	Public
23.	Baldaniya Mamta Viral	1800	Public
24.	Shobhanaben Mukeshbhai Mungalpara	5450	Public
25.	Haresh Vrajlal Desai	5450	Public
26.	Meghna Bankim Chaudhari	3600	Public

27.	Payal Ravikumar Kanani	3600	Public
28.	Bhumika Rupesh Aghera	3600	Public
29.	Chetanbhai Khodidas Beladiya	9000	Public
30.	Vijaykumar Merubhai Khunti	3600	Public
31.	Gargee Hardik Bhut	1800	Public
32.	Vijay M Timbadiya	1800	Public
33.	Sagar H Ajudiya	1800	Public
34.	Pankaj Uakabhai Badmliya	3600	Public
35.	Ankit Chhaganbhai Sinojiya	1800	Public
36.	Udaykumar Nanjibhai Mesiya	10900	Public
37.	Ankit Shantilal Baldha	1800	Public
38.	Kalpnaben Sanjaybhai Vasant	14500	Public
39.	Truptiben Khushalbhai Ramani	1800	Public
40.	Savitaben Dhirubhai Bhayani	3600	Public
41.	Dharmeshbhai Vinodray Pansuriya	29000	Promotor Group
42.	Jayvirsinh Bhagvatsinh Zala	4350	Public
43.	Aartiben Kiranbhai Gosai	3600	Public
44.	Mukesh Vallbhbhai Boghara	2900	Public
45.	Deep Vasantbhai Thacker	1800	Public
46.	Kamlesh Gopaljibhai Sadani	1800	Public
47.	Nartik Devjibhai Thanki	3600	Public
48.	Pintu Jivanbhai Padaliya	1800	Public
49.	Piyushkumar Sakhiya	1800	Public
50.	Satyam Chhaganbhai Vispara	1800	Public
51.	Sandeep Vitthalbhai Bhuva	1800	Public
52.	Chiragkumar Ghanshyambhai Adroja	3600	Public
53.	Taraviya Kajal Ganeshbhai	5450	Public
54.	Bhavesh Kanjibhai Virani	3600	Public
55.	Arjunsinh Bhagavatsinh Zala	4350	Public
56.	Ravi Bhushan Tiwari	23600	Public
57.	Jasti Prabhakara Chowdary	5450	Public
58.	Srinivas Kollati	5450	Public
59.	Gautam Vithalbhai Chotai	18000	Public
60.	Chandresh Vithalbhai Chotai	18000	Public
61.	Vishakha Bhaveshbhai Chovatiya	27200	Public
62.	Prit Bhaveshbhai Chovatiya	27200	Public
63.	Rameshchandra Dayarambhai Pujara	18000	Promotor Group
64.	Vandana Bimal Engineer	7270	Promotor Group
65.	Bhavik Harilal Tanna	3600	Public
66.	Sonal Ramendra Wala	18180	Public
67.	Kamlesh M Pandya	1800	Public
68.	Pruthvirajsinh Bhagirathsinh Jadeja	3600	Public
69.	Jagruti Vipul Patel	3600	Public
70.	Abhishek Chandrakant Mataliya	1800	Public
71.	Kalpesh Bharatbhai Mandaviya	1800	Public
72.	Rakesh Ratilal Patel	1800	Public
73.	Sagar Joshi	1800	Public
74.	Dipti Mohitbhai Boricha	1800	Public

75.	Rukhsarbanu Aaqib Munshi	1800	Public
76.	Ankitkumar Pravinchandra Doshi	1800	Public
77.	Ritesh Gupta	9000	Public
78.	Rasikchandra Chandrakant Rupareliya	54900	Public
79.	Jayeshbhai Vaghajibhai Rupareliya	1800	Public
80.	Neetaben Kantilal Gondaliya	5800	Public
81.	Sneha Bhavesh Borad	2180	Public
82.	Namrata Dipesh Kakadiya	3600	Public
83.	Kalpeshkumar Dineshbhai Babariya	9000	Public
84.	Rajneesh Singh Gaur	5450	Public
85.	Bhaveshkumar Mohanbhai Rudani	4700	Public
86.	Kalpeshbhai Dineshbhai Vadi	3600	Public
87.	Urjaben Vishalgiri Goswami	3600	Public
88.	Manishbhai Prabhudasbhai Siddhpura	3600	Public
89.	Hirenbhai Amartlal Hingrajiya	1800	Public
90.	Jevin Bhanajibhai Bhanderi	9000	Public
91.	Atulbhai Haribhai Sangani	5800	Public
92.	Hardik Lakhmanbhai Rupareliya	3600	Public
93.	Dharmishthaben Hiteshbhai Vaghasiya	5450	Public
94.	Parita Sety Zalavadiya	1800	Public
95.	Jinal Jay Sheth	32700	Public
96.	Bipinbhai Rameshbhai Vaghela	7250	Public
97.	Rameshkumar Dilsukhrai Kothari Huf	3600	Public
98.	Jalpa Dhanik Kacha	10900	Public
99.	Bhanumatiben Rasikbhai Vasoya	1800	Public
100.	Bhasker Dahyabhai Patel	1800	Public
101.	Chetanbhai Damjibhai Vadodariya	3600	Public
102.	Sumit Jasmatbhai Gami	3600	Public
103.	Tanuja Chiragbhai Hadvani	3600	Public
104.	Rekhaben Kishorbhai Jadav	1800	Public
105.	Jagdish Ranchhodbhai Karkar	3600	Public
106.	Jalpa Samir Serathiya	7260	Public
107.	Dipa Chirag Dedakia	3600	Public
108.	Rakeshgiri Durlabhgiri Gauswami	5450	Public
109.	Jignesh Jamnadas Sojitra (Huf)	5450	Public
110.	Yogesh Prafulchandra Tejani	36300	Public
111.	Shailesh Jayntilal Thanki	3600	Public
112.	Patel Bhavya Vijaykumar	3600	Public
113.	Vaishaliben Ravibhai Masharu	14500	Public
114.	Hitendra Gambhirdas Manseta	4350	Public
115.	Vavadia Nimesh Rohitkumar	10900	Public
116.	Dimpal Nimesh Vavadia	10900	Public
117.	Prakashkumar Bhikhalal Manseta	7250	Public
118.	Manseta Priyanka Niravbhai	3600	Public
119.	Kakadiya Jalak Hiteshbhai	3600	Public
120.	Bhagirathsinh Sajubha Zala (Huf)	5450	Public
121.	Sajubha Popatbha Zala (Huf)	5450	Public
122.	Panchasara Madhuben Jayendrakumar	3600	Public

123.	Parixitsinh Digvijaysinh Jadeja	3600	Public
124.	Gorasiya Jeet Hirenbhai	3600	Public
125.	Dharamba Rajendrasinh Jadeja	3600	Public
126.	Ajaykumar Natvarlal Sheth	18000	Public
127.	Akshit Mahendra Raycha	20000	Public
128.	Mahendra Chatrabhuj Raycha	20000	Public
129.	Kishan Miteshkumar Raichura	5450	Public
130.	Bansi Miteshkumar Raichura	5450	Public
131.	Pankajbhai B Budhdhadev	4000	Public
132.	Jaini Jain	1500	Public
133.	Hirva Bhaveshbhai Chandarana	7250	Public
134.	Payal Ketan Kotak	3250	Public
135.	Chandani Deepak Kotak	3250	Public
136.	Dev Rajeshbhai Manseta	36300	Public
137.	Anjanaben Rajeshkumar Manseta	18180	Public
138.	Manseta Shitalben J	18000	Public
139.	Vinod Vallabhdas Thacker	5450	Public
140.	Vivek Vinod Thacker	5450	Public
141.	Nirmala Vinod Thacker	5450	Public
142.	Kunal Vanzara Huf	5000	Public
143.	Tejas V Kotak Huf	3600	Public
144.	Manoj Ratilal Mehta	3600	Public
145.	Manan Kalpesh Pujara	14500	Public
146.	Chintan Kalpesh Pujara	3600	Public
147.	Gopalbhai Prabhudas Lalcheta	3600	Public
148.	Rakesh Prabhudasbhai Lalcheta	3600	Public
149.	Krishita Jenish Adesara	3600	Public
150.	Kantaben Pashabhai Chauhan	3600	Public
151.	Bhargav Govindkumar Davda	3600	Public
152.	Sunny Ashokbhai Sapariya	3600	Public
153.	Osmanbhai Husenbhai Mir	10900	Public
154.	Amir Osman Mir	10900	Public
155.	Keval Jagdishchandra Vasavada	3600	Public
156.	Mayuri Sudip Adesara	3600	Public
157.	Yash Hasmukhbhai Kotecha	5450	Public
158.	Poojaben Rajanbhai Bagdai	10900	Public
159.	Rupalben Virenbhai Mehta	1800	Public
160.	Hetal Pratik Batavia	12700	Public
161.	Ansh Cotton Llp	36300	Public
162.	Mehul Shantilal Lalseta	3600	Promotor Group
163.	Hiral Nimishbhai Parikh	1800	Public
164.	Sagar Tanna	18000	Public
165.	Pankajkumar Muljibhai Adhiya	3600	Public
166.	Poonamben Devangbhai Gadesha	18000	Public
167.	Komal Kotecha	18000	Public
168.	Hirenkumar Vinaykant Kotecha	7250	Public
169.	Dipakkumar Nathalal Raichura	1800	Public
170.	Abhishek Kiritkumar Kotecha	5000	Public

171.	Jenil Hirenbhai Sejpal	18000	Public
172.	Vinod Arvindbhai Joshi	5450	Public
173.	Piyush Rasikbhai Unadkat	18000	Promotor Group
174.	Rasiklal Khimjibhai Unadkat	1800	Promotor Group
175.	Chirag Mahendrabhai Baldev	72700	Public
176.	Priyanka Lalitbhai Sadaria	18000	Public
177.	Vishnuvibe Consultants Llp	9000	Public
178.	Bhaveshbhai Jayendrakumar Pabari	54500	Public
179.	Kishan Kanayalal Tanna	3600	Public
180.	Jigneshkumar Rameshchandra Rajani	9000	Public
181.	Darshit Vijaybhai Chandarana (Huf)	27200	Public
182.	Rishit Amit Sanghvi	27200	Public
183.	Rekhaben Sharadkumar Chandarana	18000	Promotor Group
184.	Komal Parasbhai Mehta	18000	Public
185.	Ramilaben Navinchandra Sadrani	9000	Public
186.	Ghelani Shyam Chhaganlal Huf	9000	Public
187.	Hiren Rajeshbhai Khakhar	16300	Public
188.	Viralbhai Chunilal Ghodasara	9000	Public
189.	Milan Narendrakumar Rughani	3600	Promotor Group
190.	Pooja Shah	1500	Public
	Total	**16,02,870**	

*The category of allottees as Public is to be considered as Non-Promoter as well as Promoter Group to be considered as promoter.

3. Monitoring of Utilization of Funds:
Since the aggregate size of the Proposed Preferential Issue is less than INR 100 Crore (Indian Rupees One Hundred Crore), the Company is not required to appoint a Monitoring Agency in terms of Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Accordingly, the utilisation of the proceeds of the Proposed Preferential Issue shall be monitored by the Board of Directors (or a duly authorised Committee thereof), and the Company shall make such disclosures regarding the utilisation of the issue proceeds as may be required under the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, from time to time.

4. Relevant date:
The ‘Relevant Date’, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the Floor Price for the Subscription Shares proposed to be allotted to the above mentioned Proposed Allottees is August 14, 2026 (i.e. being the date, which is 30 days prior to the date of this Annual General Meeting of the Company which is scheduled on September 14, 2026).

5. Basis on which the price has been arrived at, justification for the price (including premium, if any);
The Equity Shares of the Company are listed on BSE Limited (“BSE”). The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. BSE being the only stock exchange trading volume during preceding 10 trading days on BSE, has been considered for the purpose of price determination. In terms of the SEBI ICDR

Regulations, the floor price at which the Subscription Shares can be issued is INR 280/- (INR 279.31 before rounding off) per Subscription Share, as per the pricing formula prescribed under the SEBI ICDR Regulations for Preferential Issue and is the highest of the following in case of the frequently traded shares:

a. In the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to INR 221.17/- or

b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to INR 279.31/-.

Further, the Company does not provide for any method of determination for valuation of shares in its Article of Association which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, the Company has obtained a valuation report from an independent Registered Valuer CS Ambrish N Gandhi, FCS, IP and registered valuer (IBBI RV Registration No.: IBBI/RV/03/2019/12508), having office at 504, Shivalik abaise, nr. Shell Petrol Pump, Satellite, Ahmedabad-380015, Gujarat, India for determining the aforesaid price as per regulation 164 of the SEBI ICDR Regulations. The copy of said valuation report is available at https://www.aptus-pharma.com

6. Amount which the Company intends to raise by way of such securities;
The total issue size of the preferential allotment is INR 44,88,03,600/- for cash.

7. Name and address of valuer who performed valuation:
As per Regulation 164 of SEBI ICDR Regulation, the valuation has been carried out by CS Ambrish N Gandhi, FCS, IP and registered valuer, an independent Registered Valuer (IBBI RV Registration No.: IBBI/RV/03/2019/12508), having office at 504, Shivalik abaise, nr. Shell Petrol Pump, Satellite, Ahmedabad-380015, Gujarat, India.

8. Material terms of raising such securities:
The same has been disclosed in the resolution.

9. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:
The Preferential Issue of Equity Shares is proposed to be made to the Proposed Allottees as mentioned at point No. 2 above.

10-. Principle terms of assets charged as securities
Not Applicable

11. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:
Except the persons belonging to the Promoter Group, none of our Promoters themselves or Directors or Key Managerial Personnel/ Senior Management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under this Proposed Transaction.

12. Pre and Post issue shareholding pattern of the Company:

Category	Pre preferential issue		Post preferential issue#	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	1,25,00,000	72.89	1,25,99,270	67.18
Public (B)	46,50,000	27.11	61,53,600	32.82
Non Promoter- Non Public (c)	-	-	-	-
Shares underlying DRs (d)	-	-	-	-
Shares held by Employee Trusts (e)	-	-	-	-
Total	**1,71,50,000**	**100.00**	**1,87,52,870**	**100.00**

Detailed shareholding pattern, as on dated August 14, 2026, is as follows:-

Sr. No	Category	Pre-Issue		Post-Issue#	
		No of shares held	% of share holding	No of shares held	% of share holding
A	**Promoters' holding**				
1	Indian				
	Individual	1,25,00,000	72.89%	1,25,99,270	67.18%
	Bodies corporate	0	0%	0	0%
	Sub-total	1,25,00,000	72.89%	1,25,99,270	67.18%
2	**Foreign promoters**	0	0%	0	0%
	Sub - Total (A)	**1,25,00,000**	**72.89%**	**1,25,99,270**	**67.18%**
B	**Non-promoters' holding**				
1	**Institutional investors**	**0**	**0%**	**0**	**0%**
2	**Non-institutions**				
	Private Corporate Bodies	1,17,000	0.68%	1,53,300	0.82%
	Directors and their relatives	0	0%	0	0%
	Indian Public	41,87,400	24.42%	55,37,450	29.53%
	Others (Including NRIs)	3,45,600	2.01%	4,62,850	2.47%
	Sub Total (B)	**46,50,000**	**27.11%**	**61,53,600**	**32.82%**
	Grand Total	**1,71,50,000**	**100.00%**	**1,87,52,870**	**100.00%**

The post issue percentage of shareholding has been calculated assuming preferential allotment of equity shares of the Company as stated in the table above.

12. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Subscription Shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution, in one or more tranches, provided that where the issue and allotment of said Equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

13. Change in control, if any, in the Company consequent to the preferential issue:

There will be no change in control over the Company pursuant to the completion of the proposed transaction and issuance and allotment of Subscription Shares to the Proposed Allottees.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control Proposed Allottee(s) of Equity Shares:

Based on the confirmation received from the Proposed Allottees, the following natural persons are the ultimate beneficial owners of the Proposed Allotees:

Sr. No.	Name of Proposed Allotees	Type of Proposed Allottees (Individual / Body Corporate / HUF etc.)	Natural Persons who are the Ultimate Beneficial Owners (UBOs)
1.	Halewood Laboratories Private Limited	Corporate	1.Kaushik Shantilal Chaturvedi 2.Kruti Kaushik Chaturvedi 3.Sanchit Kaushik Chaturvedi
2.	Kandarp Kansara (HUF)	HUF	Kandarp Kansara
3.	Purushottam Kansara (HUF)	HUF	Purushottam Kansara
4.	Rameshkumar Dilsukhrai Kothari HUF	HUF	Rameshkumar Dilsukhrai Kothari
5.	Jignesh Jamnadas Sojitra (HUF)	HUF	Jignesh Jamnadas Sojitra
6.	Bhagirathsinh Sajubha Zala (HUF)	HUF	Bhagirathsinh Sajubha Zala
7.	Sajubha Popatbha Zala (HUF)	HUF	Sajubha Popatbha Zala
8.	Kunal Vanzara HUF	HUF	Kunal Vanzara
9.	Tejas V Kotak HUF	HUF	Tejas V Kotak
10.	Ansh Cotton LLP	LLP	1. Bhaveshkumar Somaiya 2. Pankajkumar Rameshchandra Somaiya 3. Mitaliben Pankajbhai Somaiya 4. Nishaben Bhaveshkumar Somaiya
11.	Vishnuvibe Consultants LLP	LLP	1. Nishant Samirbhai Chag 2. Khushali Kashyap chhotai

			3. Amitkumar Chandulal Kotak 4. Haritsinh Mahendrasinh Gohil 5. Sheetal hirenbhai thakker
12.	Darshit Vijaybhai Chandarana (HUF)	HUF	Darshit Vijaybhai Chandarana
13.	Ghelani Shyam Chhaganlal HUF	HUF	Ghelani Shyam Chhaganlal

15. The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed Allottees and change in control, if any, consequent to the Preferential Issue:

Sr.No	Name of Proposed Allotees	Pre-Issue		Post-Issue		#Category
		No of shares held	% of share holding	No of shares held	% of share holding	
1.	Mahipalsinh Pravinsinh Zala	5,000	0.03	6,800	0.04	Public
2.	Krishna Jayesh Pabari	1,600	0.01	5,200	0.03	Public
3.	Rahul Pravinchandra Gamot	2,000	0.01	5,600	0.03	Public
4.	Hetal Rupen Paun	400	0.00	4,000	0.02	Public
5.	Harishkumar Kanjibhai Paun	21,200	0.12	24,800	0.13	Public
6.	Pareshkumar Narandas Kariya	5,000	0.03	8,600	0.05	Public
7.	Kandarp Kansara (Huf)	10,000	0.06	13,600	0.07	Public
8.	Purushottam Kansara (Huf)	5,000	0.03	8,600	0.05	Public
9.	Chetanbhai Khodidas Beladiya	90,000	0.52	99,000	0.53	Public
10.	Gargee Hardik Bhut	800	0.00	2,600	0.01	Public
11.	Ankit Shantilal Baldha	5,000	0.03	6,800	0.04	Public
12.	Truptiben Khushalbhai Ramani	400	0.00	2,200	0.01	Public
13.	Savitaben Dhirubhai Bhayani	15,400	0.09	19,000	0.10	Public
14.	Bhavik Harilal Tanna	400	0.00	4,000	0.02	Public
15.	Sonal Ramendra Wala	70,000	0.41	88,180	0.47	Public
16.	Rasikchandra Chandrakant Rupareliya	60,000	0.35	1,14,900	0.61	Public
17.	Urjaben Vishalgiri Goswami	10,000	0.06	13,600	0.07	Public
18.	Jevin Bhanajibhai Bhanderi	20,000	0.12	29,000	0.15	Public

19.	Jinal Jay Sheth	7,600	0.04	40,300	0.21	Public
20.	Jalpa Dhanik Kacha	400	0.00	11,300	0.06	Public
21.	Chetanbhai Damjibhai Vadodariya	30,000	0.17	33,600	0.18	Public
22.	Sumit Jasmatbhai Gami	25,000	0.15	28,600	0.15	Public
23.	Rakeshgiri Durlabhgiri Gauswami	30,000	0.17	35,450	0.19	Public
24.	Pankajbhai B Budhdhadev	400	0.00	4,400	0.02	Public
25.	Dev Rajeshbhai Manseta	400	0.00	36,700	0.20	Public
26.	Vivek Vinod Thacker	10,000	0.06	15,450	0.08	Public
27.	Nirmala Vinod Thacker	400	0.00	5,850	0.03	Public
28.	Keval Jagdishchandra Vasavada	5,000	0.03	8,600	0.05	Public
29.	Mayuri Sudip Adesara	10,000	0.06	13,600	0.07	Public
30.	Yash Hasmukhbhai Kotecha	15,000	0.09	20,450	0.11	Public
31.	Poojaben Rajanbhai Bagdai	42,000	0.24	52,900	0.28	Public
32.	Hirenkumar Vinaykant Kotecha	5,000	0.03	12,250	0.07	Public
33.	Abhishek Kiritkumar Kotecha	10,000	0.06	15,000	0.08	Public
34.	Vinod Arvindbhai Joshi	10,400	0.06	15,850	0.08	Public
35.	Darshit Vijaybhai Chandarana (Huf)	10,000	0.06	37,200	0.20	Public
	Total	**5,33,800**	**3.11**	**8,43,980**	**4.50**	

The post issue percentage of shareholding has been calculated assuming preferential allotment of equity shares of the Company as stated in the table above.

There will be no change in the control of the Company consequent to the proposed preferential issue.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the preferential issue of the Equity Shares as proposed in the resolution set out in the Notice, the Company has not made any allotment on preferential basis during the current Financial Year 2026-27.

17. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

There will be no contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

18. Lock-in Period:

a) The Equity Shares to be allotted to the Proposed Allottees shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

19. Listing
The Company will make an application to BSE Limited at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

20. Certificate from Practicing Company Secretary:
The Certificate from CS Nalin Ganatra, (COP No. 5132), Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations and Companies act, 2013 has been obtained considering the said preferential issue. The copy of said certificate is available on the website of the Company at www.aptus-pharma.com.

21. Justification for allotment proposed to be made for Consideration other than Cash together with the valuation report of the Registered valuer:
Not Applicable. As the full consideration amount shall be paid by the allottees in cash.

22. Payment
In terms of the Regulation 169 of SEBI (ICDR) Regulations, 2018, full consideration shall be paid by the allottees at the time of allotment of such specified securities.

23. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter
The current status of the Proposed Allottees and after the proposed allotment shall remain same and there shall be no change in the status of the Proposed Allottee.

24. Class or classes of persons to whom the allotment is proposed to be made:
The allotment is proposed to be made to the Non-Promoter and Promoter (i.e. Public and Promoter Group) Category of the Company their holding and other details are mentioned at disclosure no. 2.

25. Holding of Shares in Demat Form:

The equity shares will be issued to the proposed allottees in Dematerialized form as well as the pre-preferential holding of all the allottees is in Dematerialized form.

26. Undertakings:

(i) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations. (ii) Neither the Company nor any of its Promoters or Directors are categorized as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of SEBI ICDR Regulations is not applicable.

(iii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of SEBI ICDR Regulations are not applicable. We hereby undertake that If any re-computation is required by any regulatory authority, the same shall be done as per the regulatory authority directions.

(iv) None of the Company's Directors or Promoters are fugitive economic offenders as defined under SEBI ICDR Regulations.

(v) The Company do not have any outstanding dues to the SEBI.

(vi) All the equity shares held by the Proposed Allottees, if any, in the Company are in dematerialized form only. The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 03 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 03 for your approval by way of a special resolution. The issue of equity shares would be within the authorised share capital of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 03 of this Notice except to the extent of their respective shareholding entitlements in the Company and proposed allotment to promoters' group, if any.

By Order of the Board of Directors
For APTUS PHARMA LIMITED

Tejash Maheshchandra Hathi
Managing Director
DIN: 03151221

Rajkot, 17th August, 2026

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

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Sl. No.	Particulars	Director 1
1.	Name of the Director	Chetan Shantilal Lalseta
2.	Director Identification Number (DIN)	02547012
3.	Date of Birth / Age	December 27, 1976
4.	Nationality	Indian
5.	Date of first appointment on the Board	Director Since January 17, 2024
6.	Qualification	Non-Executive Director and one of the Promoters, also a Consultant Dermatologist, Venereologist, and Cosmetologist [M.D. (Skin & V.D.)]
7.	Brief Resume, Experience and Expertise in specific functional area(s)	He practices at Shraddha Hospital, Rajkot, and is a panel consultant at Wockhardt Hospital and Sterling Hospital. He also serves as a visiting faculty member at multispecialty hospitals in Rajkot, including Shree Giriraj Hospital and Synergy Hospital. Additionally, he has been an honorary lecturer at Rajkot Homoeopathic Medical College, also holds the directorship in Shree Giriraj Healthcare Private Limited and Shree Giriraj Lifecare Private Limited and is also the Designated Partner of SHMS Consultancy LLP providing NABH consultation for various Hospitals.
8.	Terms and conditions of appointment / re-appointment	Re-appointment as a Non-Executive Director, liable to retire by rotation, on the existing terms and conditions, including payment of sitting fees and reimbursement of expenses, as applicable.
9.	Remuneration last drawn (if applicable)	No Remuneration- Only sitting fees of Rs. 10,000 per meeting of Board and Committee was paid.
10.	Remuneration sought to be paid	No Remuneration- Only sitting fees of Rs. 10,000 per meeting of Board and Committee will be paid.
11.	Shareholding in the Company (including shares held as a beneficial owner)	NIL
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Mrs. Milly Chetan Lalseta (Promoter) as spouse.
13.	Number of Meetings of the Board attended during the year 2025-26	In all the 11 board Meetings.
14.	Other Directorships held (F.Y. 2025-26)	Vasantkunj Flat Owners' Association (Director)

15. Membership / Chairmanship of Committees of the Board of other companies (as on [•]) *	Member in Nomination and Remuneration Committee and Stakeholders Committee.
16. Listed entities from which the Director has resigned in the past three years, if any	Nil