GYNOFEM®
Harmony in women care

NOTICE OF FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Fourth Annual General Meeting** of the Members of **GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED (U24290MP2022PLC063077)**, will be held at the Registered Office of the Company at **13/12 Pipliya Kumar, Amorb House, Near Eicher Work Shop, Vijay Nagar, Indore, M.P. 452010** on Wednesday the 30th day of September, 2026 at 03:00 P.M. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 including Audited Balance Sheet as at 31st March, 2026 and the Statement of Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of **Shri Kartikay Joshi** (DIN: 09765024), who retires by rotation and being eligible offers himself for re-appointment.

Place: Indore
Date: 01ST September 2026

By order of Board
FOR GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED

Nishikant RM

DIRECTOR
NISHI KANT JOSHI
(DIN: 06857775)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THIS MEETING. MEMBERS/ PROXIES SHOULD BRING THEIR ATTENDANCE SLIP DULY FILLED IN ORDER TO ATTEND THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

2. 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.

3. The Register of Members and Share Transfer Books of the Company will remain close from Sunday, September 27, 2026 to Wednesday, September 30, 2026 (both days inclusive).

4. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.

5. Members are requested to kindly bring their copies of the Annual Report to the Meeting.

6. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.

7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

9. Physical copy of the Annual Report is being sent to all the members by Post/Courier.

10. Members may also note that the physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Mondays and Sundays, up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: nishikanti@gynofemhealthcare.com

11. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13.

12. The Ministry of Corporate Affairs (vide circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken a Green initiative in 'Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by **representing / updating their e-mail addresses**, in respect of shares held in physical form with company.

13. The company is in process of making necessary arrangement for Voting through electronic means providing facility to its members to exercise their right to vote on resolutions proposed to be considered at a general meeting by electronic means. Necessary instruction and procedure in this regard will be communicated to all the members in due course.

Place: Indore
Date: 01ST September 2026

By order of Board
FOR GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED

Nishikant

DIRECTOR
NISHI KANT JOSHI
(DIN: 06857775)

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

i. The voting period begins on Sunday, September 27, 2026 at 9.00 A.M. and ends on Tuesday, September 29, 2026 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23rd, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44. of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders,by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE,** so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a linkhttps://evoting.cdslindia.com/Evoting/EvotingLoginThe system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
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 company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.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 **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting 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**	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.comor contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

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

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

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

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

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

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigsharei-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

Investor Mapping:

- First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.

- Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
- Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.
  Note: The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

Login type	**Helpdesk details**
Shareholders other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at:022-62638338

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

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

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

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

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

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

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

<u>Form No. MGT-11</u>

Proxy form

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

CIN: **U24290MP2022PLC063077**

Name of the Company: **GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED**

Regd. office: **13/12 Pipliya Kumar, Amorb House, Near Eicher Work Shop, Vijay Nagar, Indore, M.P. 452010**

I/ We being the member of ...., holding.....shares, hereby appoint

1. Name: ....
   Address:
   E-mail Id:
   Signature: ...., or failing him

2. Name: ....
   Address:
   E-mail Id:
   Signature: ....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Fourth Annual General Meeting of members of the Company, to be held on Wednesday, 30th September, 2026 at 03:00 P.M. at the registered office of the Company at **13/12 Pipliya Kumar, Amorb House, Near Eicher Work Shop, Vijay Nagar, Indore, M.P. 452010** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 ....

Affix Revenue
Stamp

2 ....

Signed this ..... day of...... 2026

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before 48 hours from the commencement of the Meeting.

Form No. MGT-11

Proxy form

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

CIN: **U24290MP2022PLC063077**

Name of the Company: **GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED**

Regd. office: **13/12 Pipliya Kumar, Amorb House, Near Eicher Work Shop, Vijay Nagar, Indore, M.P. 452010**

I/ We being the member of ...., holding.....shares, hereby appoint

1. Name: ....
   Address:
   E-mail Id:
   Signature: ...., or failing him

2. Name: ....
   Address:
   E-mail Id:
   Signature: ....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Fourth Annual General Meeting of members of the Company, to be held on Wednesday, 30th September, 2026 at 03:00 P.M. at the registered office of the Company at **13/12 Pipliya Kumar, Amorb House, Near Eicher Work Shop, Vijay Nagar, Indore, M.P. 452010** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 ....

Affix Revenue
Stamp

2 ....

Signed this ..... day of...... 2026

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before 48 hours from the commencement of the Meeting.

Attendance Slip of Fourth Annual General Meeting

CIN: **U24290MP2022PLC063077**

Name of the Company: **GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED**

Regd. office: **13/12 Pipliya Kumar, Amorb House, Near Eicher Work Shop, Vijay Nagar, Indore, M.P. 452010**

ATTENDANCE SLIP of Annual General Meeting, Wednesday, 30th September, 2026 at 03.00 P.M.

Regd. Folio No: _______ No. of shares held_____

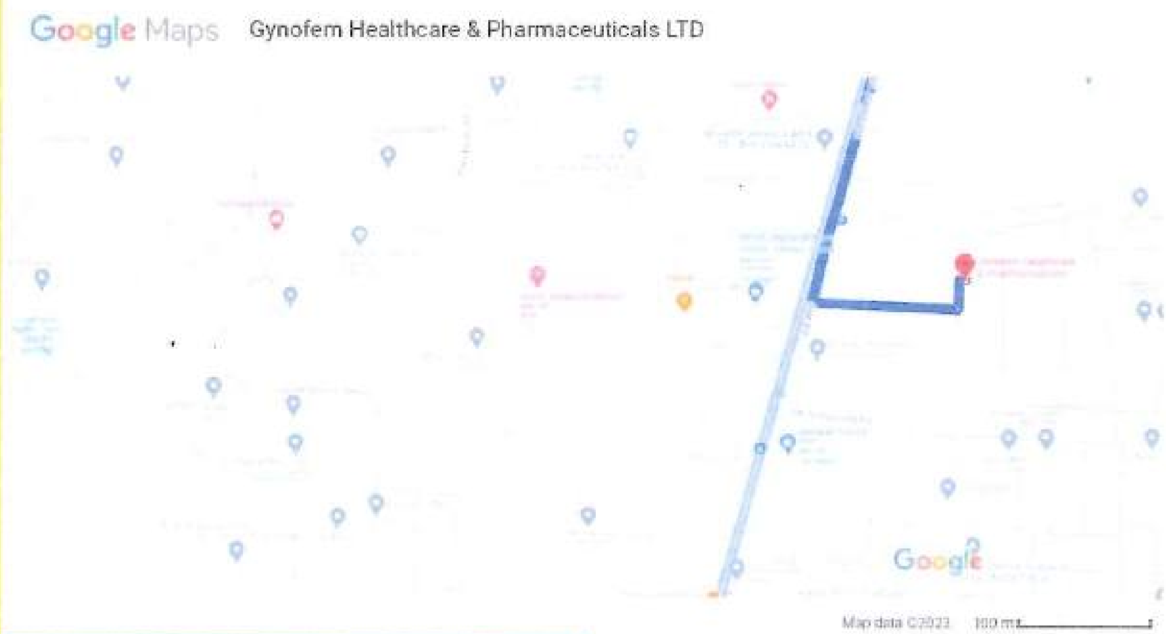
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Annual General Meeting, of the Company on Wednesday, 30th September, 2026 at 03:00 P.M. at **13/12 Pipliya Kumar, Amorb House, Near Eicher Work Shop, Vijay Nagar, Indore, M.P. 452010** IN

____________________ ________________

Member's/Proxy's name in Block Letters Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance.

ROUTE MAP TO REACH AT THE VENUE OF AGM [TO BE INSERTED AS PER NEW ADDRESS]



Gynofem Healthcare & Pharmaceuticals LTD

Corporate office

Remove stop · Save · Nearby · Send to phone · Share

GYNOFEM®
Harmony in women care

DIRECTORS' REPORT

To,
The Members,
GYNOFEM HEALTHCARE AND PHARMACEUTICALS LIMITED
(U24290MP2022PLC063077)

Your Directors have pleasure in presenting their FourthAnnual Report on the business and operations of the Company and Audited Financial Statements for the Financial Year ended **March 31, 2026.**

1.Financial summary or highlights/Performance of the Company

Amount (Rs. In Thousands)

Particulars	FOR THE YEAR ENDED ON 31.03.2026	FOR THE YEAR ENDED ON 31.03.2025
Revenue from operations	50171.81	49436.92
Other Income	5.06	3.45
Gross Revenue	50176.87	49440.37
Profit/(Loss) before Interest, Dep. & Tax	-4350.02	-11181.03
Less: Finance Cost	1845.16	1487.89
Less: Depreciation & Amortization Expenses	5357.65	5223.92
Profit before Exceptional and extraordinary items and tax	-11552.83	-17892.84
Exceptional and Prior Period Items	0	0
Profit Before extraordinary items	-11552.83	-17892.84
Tax Expenses:		
(1) Current tax	0	0
(2) Excess Provision of earlier years written back	0	0
(3) Deferred Tax Expenses	1942.53	3033.52
Profit /Loss after Tax	-13495.36	-20926.36

2. YEAR UNDER REVIEW

This is the fourth year since Incorporation of the company. Revenue from operation of the Company during the year was Rs. 50171810 in comparison to previous year Rs.49436920. Loss after Tax was Rs.13495360 against previous year Rs.20926360, the company could not achieve its targeted turnover and due to fixed operational cost loss of Rs. 13495360 has been recorded in the books of the company. Your Directors are hopeful for better results in the current year.

GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED
13/12 PIPLIYA KUMAR, AMORB HOUSE, NEAR EICHER MOTOR WORKSHOP, INDORE MP 452010
Email: nishikantj@gynofemhealthcare.com, Contact: +91 9826714043
WWW.GYNOFEM.COM

3. DIVIDEND

In view of the loss incurred during the year under review, the Board of Directors does not recommend any dividend for the financial year under review.

4. RESERVES

The Board of Directors of the company has decided to transfer the amount of Loss of Rs. 13495360 to the Reserves and surplus under accumulated Profit and Loss account. No any separate amount has been transferred to General other reserves during the year under review.

5. CHANGES IN NATURE OF BUSINESS

During the year under review there has been no change in the nature of the business of the company.

Further, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which these financial statements relate and the date of this report.

6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Wholly Owned Subsidiary Company, Associate or Joint Venture.

However the company is subsidiary of M/s Gynofem Healthcare Private Limited (CIN: U51909MP2016PTC040837)

7. INFORMATION PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2013

a) **Extract of Annual Return/Web Link Of Annual Return** –
in pursuance of section 92(3) read with sec 134(3)(a) under companies act 2013, the annual return in e-Form MGT-7 as on 31st March, 2026 is available on company's website: https://www.gynofemhealthcare.com/

b) **Related Party Transaction**- the Company has entered into arrangements with related parties for which necessary approval of Board was obtained. All transactions entered with related parties during the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. The disclosure in form AOC-2 is annexed and marked **Annexure – B.**

c) **Meetings of the Board** 08Meetingsof the Board of Directors were held during the Financial Year 2025-26. The intervening gap between the meetings of the Board was within the period prescribed under the Companies Act, 2013.

Particulars of Board meetings held during the year 2025-26	**Date of Meeting held**	**Presence of Directors/ Members**
The Board of Directors of the Company is duly constituted having 3 Member; Directors :3	08.04.2025	3
	10.07.2025	3
	01.09.2025	3
	24.11.2025	3
	08.12.2025	3
	19.12.2025	3
	01.01.2026	3
	09.02.2026	3
Stakeholder Relationship Committee Meeting	07.10.2025	3

d) Qualifications, reservations or adverse remarks or disclaimers by the Auditors and the Practicing Company Secretary in their Reports

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report was not applicable to the Company for the year under review.

e) Particulars of Loans, Guarantees and Investments –

a. The Company has not provided any loan to any other Bodies Corporate.
b. The Company has not provided any Guarantee to any bodies corporate and firm as on March 31, 2026.
c. The Company has not made any investment during the year under review.

f) **Energy Conservation, Technology Absorption and Foreign Exchange Earning &Outgo**: The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure-A** and forms part of this Report.

g) **Risk Management Policy**–The Company manages, monitors and reports on the principal risks and uncertainties that can impact its abilities to achieve its strategic objectives. No such risk has been identified during the year except fluctuation in foreign exchange rates and policy of the Central Government.

(i) FINANCIAL RISK AND RAW MATERIAL:

Considering the purchase of Raw material from Domestic Market and Inland sales, there is no risk with respect to fluctuation in foreign currency rates.

(ii) **END PRODUCT:**

The company is manufacturing Pharma products which are being used by the general public. The company is taking all precautionary measures to manufacture the goods which are as per the norms of the regulatory authorities. This minimizes the risk or rejection of the products.

h) **Corporate Social Responsibility** – the company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

i). **Vigil Mechanism** –The provisions of Section 177 of the Companies Act, 2013 read with Rule 9 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

(j) **Audit Committee**–The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of theBoard and its Powers) Rules, 2013 is not applicable to the Company.

k). **Public Deposit** - The Company has not accepted any deposits from the public during the year.

l). **Significant and Material Orders passed by the Regulators, Courts, Tribunals**–There is No anysignificant and material ordershave been passed by the Regulators, Courts, Tribunals impacting the going concern status and Company's operations in future.

m). **Particulars of Employees and Related Disclosures** – None of the employees is drawing remuneration in excess of the limits set out in Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 appended to the Companies Act, 2013.

n). **Details of Fraud reported by the auditor**-pursuant to section 143 (12) of the Companies Act, 2013, the auditors have not reported any fraud committed by the Company during the year under review.

o). **Declaration Of Independent Directors**-The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

P). **StakeholdersRelationshipCommittee** – In compliance of applicable provisions under section 178(5) of the Companies Act, 2013. The company has constituted Stakeholders Relationship Committee.

8. DIRECTORS

The Board is duly constituted. There were no any changes among the Board during the year under review.

Pursuant to section 152 of the Companies Act, 2013, Mr. Kartikay Joshi (DIN: 09765024) is liable to retire by rotation and being eligible offer themselves for re-appointment. The Board recommends for their re-appointment at the ensuing AGM of the company.

9.KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the provisions relating to appointment of Key Managerial Personsare notapplicable to the company.

10.MERGER/AMALGAMATION

The company does not made any Merger/ Amalgamation during the year under review nor does have any plan in near future.

11. BOARD EVALUATION

Pursuant to the provisions of Rule 8 of The Companies (Accounts) Rules, 2014, The Board Evaluation Report is not applicable in the case of the Company as the equity paid up Capital of the Company was less than Rs.25 Crores as at the preceding financial year i.e. March 31, 2025.

12.DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIALSTATEMENTS

According to Section 134(5) (e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has adequate system of internal controls to ensure that all the assets are safeguarded and are productive. Necessary checks and controls are in place to ensure that transactions are properly verified, adequately authorized, correctly recorded and properly reported.

13. DIRECTORS' RESPONSIBILITY STATEMENT

As required by clause (c) of Subsection (3) of Section 134 of the Companies Act, 2013, your Directors state and confirm as under:

a. that in the preparation of the Annual Accounts for the year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
b. that directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the Profit of the Company for the year ended on that date;
c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. the annual accounts have been prepared on a going concern basis;
e. that the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating properly;

f. That the Directors had devised proper systems to ensure compliance with the provisions of allapplicable laws and that such systems were adequate and operating effectively.

14. STATUTORY AUDITORS & AUDITORS' REPORT

M/s. Ashutosh Gokhle & Co., Chartered Accountants,Indore, Statutory Auditors of the Company, were appointed at the AGM held on 30.12.2023 to hold office as Auditor for the period of 5 Years upto the AGM for the year ending 31.03.2028.

M/s. Ashutosh Gokhle & Co., Chartered Accountants, Indore, Statutory Auditors of the Company shall continue to hold Office as Auditor of the company for the period mentioned as above.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, Disclaimer or adverse remark. '

15.MAINTENANCE OF COST RECORDS UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013 & COST AUDIT

In terms of Section 148 of the Companies Act, 2013, your Company is not required to maintain Cost records and accordingly, it is not required to appoint a cost auditor for the financial year 2025-2026.

16.INTERNAL AUDITOR:

The Company is not required to appoint Internal Auditor as it does not fall within purview of section 138(1) of Companies Act, 2013 and Rule 13 of Companies (Accounts) Rules, 2014 and it is not applicable to your Company.

17. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND

The company was not required to transfer any unclaimed dividend during the year under review.

18. SHARES

a. SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2026 stood at Rs. 9,92,13,898.

b. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

c. **SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

d. **BONUS SHARES**

No Bonus Shares were issued during the year under review.

e.**EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

19. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

20. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition &Redressal) Act, 2013. internal Complaints Committee (ICC) has been set up to redress complaints receivedregarding Sexual harassment.
All employees (permanent, contractual, temporary, trainees) are covered underthis policy.

The company has not received any complaints of workplace, including complaints on sexual harassment during the year under review.

21. MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961

The Company has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

22. CAPITAL AND DEBT STRUCTURE

Changes in the capital structure of the company during the year, detailed as under:

(i) Authorised Share Capital: The company was incorporated with Authorized Share Capital of Rs. 10 Crore divided into 10 Crore Equity shares of Rs. 1/- each.

(ii) Paid up Share Capital: The paid up share capital of the company isRs. 9,92,13,898 comprising of 9,92,13,898 Equity shares of Rs. 1/- each.

(b) Reclassification or sub-division of the authorized share capital; NIL
(c) Reduction of share capital or buy back of shares; NIL
(d) Change in the capital structure resulting from restructuring; NIL and
(e) Change in voting rights; NIL.

23. COMPLIANCE WITH SECRETARIAL STANDARDS

The directors have devised proper system to ensure compliances with provisions of all applicable secretarial standards and that such systems are adequate and operating efficiently.

24. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending under insolvency and Bankruptcy Code, 2016.

25. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS.

During the year under review there were no one time settlement and valuation while availing loan from banks and financial institutions

26. AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013.

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares.

27. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013.

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The company has appointed a designated person in a Board meeting and the same has been reported in Annual Return of the company.

28. OBTAINING ISIN BY PUBLIC COMPANIES - COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) SECOND AMENDMENT RULES, 2023 OF THE COMPANIES ACT 2013.

All the holdings of the company are under demat mode since the incorporation of the company.

To ensure compliance with these requirements under the Companies Act, 2013, the Company has appointed BIGSHARE SERVICES PRIVATE LIMITED as its Registrar and Transfer Agent (RTA) and has secured connectivity with the Central Depository Services (India) Limited (CDSL). This will enable shareholders to hold and manage their equity shares in dematerialized form.

29. INDUSTRIAL RELATIONS

Relation between the Management and its employees has been cordial. Your Directors place on record their appreciation of the efficient and loyal services rendered by the employees of the Company at all levels.

30. ACKNOWLEDGEMENT

Your directors place on record their appreciation for the contribution of its employees for the growth of the Company and also wish to thank its customers, investors, Banks and Financial Institutions for their continued support and faith reposed in the Company.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

OF GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED

NishiKant RM

DIRECTOR	**DIRECTOR**
NISHI KANT JOSHI	**ANURAG MENDHE**
(DIN: 06857775)	**(DIN: 07455661)**

Date: 02.09.2026
Place: Indore

ANNEXURE-A

ANNEXURE TO THE DIRECTORS' REPORT 2025-26

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]Conservation of energy

S.No.	Particulars		
i.	the steps taken or impact on conservation of energy;	NIL.	
ii.	the steps taken by the company for utilizing alternate sources of energy;	NIL	
iii.	the capital investment on energy conservation equipments	NIL	NIL
Technology absorption			
(i)	the efforts made towards technology absorption	NIL	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL	
	(a) the details of technology imported	NA	
	(b) the year of import	NA	
	(c) whether the technology been fully absorbed	NA	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA	
(iv)	the expenditure incurred on Research and Development	NIL	NIL
Foreign exchange earnings and Outgo		2025-26	
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	NIL	
(ii)	and the Foreign Exchange outgo during the year in terms of actual outflows.	NIL	
	1.RAW MATERIAL	NIL	
	2.ACCESSORIES	NIL	
	3.CONSULTANCY CHARGES	NIL	

FOR AND ON BEHALF OF BOARD OF DIRECTORS
OF GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED

Nishikant R M

DIRECTOR
NISHI KANT JOSHI
(DIN: 06857775)

DIRECTOR
ANURAG MENDHE
(DIN: 07455661)

Date: 02.09.2026
Place: Indore

ANNEXURE B

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis**: There were no transactions entered into by the company during the financial year 2025-26 which were not at Arm's length basis.

2. **Details of contracts or arrangements or transactions at Arm's length basis.**

Sr. No.	Particulars	Details of Transactions 1 With the Directors			Details of Transactions 1 with other related Parties (Relatives of Director)			
01	Name (s) of the related party & nature of relationship	**NISHIKANT JOSHI**	**ANURAG MENDHE**	**KARTIKAY JOSHI**	**Mrs. TRIPTI JOSHI**	**MRS. MINAKASHI MENDHE**	**MR. VINAYAK APTE**	
		Director	Director	Director	Finance and Accounts	General Administration	Sales Manager	
02	Nature of contracts/ arrangements/transaction	Remuneration	Remuneration	Remuneration	Remuneration	Remuneration	Remuneration	
03	Duration of the contracts/ arrangements/ transaction	Annual Basis	Annual Basis	Annual Basis	Annual Basis	Annual Basis	Annual Basis	

04	Silent terms of the contracts or arrangements or transaction including the value, if any	He will provide services as Director of the company in the ordinary course of business and will be receiving remuneration for his services Rs. 916800	He will provide services as Director of the company in the ordinary course of business and will be receiving remuneration for his services Rs. 916800	He will provide services as Director of the company in the ordinary course of business and will be receiving remuneration for his services Rs. 458400	She will provide services as CEO of the company in the ordinary course of business and will be receiving remuneration for his services Rs. 515520	She will provide services as General Administrator of the company in the ordinary course of business and will be receiving remuneration for his services Rs. 458400	He will provide services as Operation Head of the company in the ordinary course of business and will be receiving remuneration for his services Rs. 802560	
05	Date of approval by the Board	08.04.2025	08.04.2025	08.04.2025	08.04.2025	08.04.2025	08.04.2025	
06	Amount paid as advances, if any	NIL	NIL	NIL	NIL	NIL	NIL	

FOR AND ON BEHALF OF BOARD OF DIRECTORS
OF GYNOFEM HEALTHCARE AND PHARMAACEUTICALS LIMITED

Nishikant RM

DIRECTOR
NISHI KANT JOSHI
(DIN: 06857775)

DIRECTOR
ANURAG MENDHE
(DIN: 07455661)

Date: 02nd September 2026
Place: Indore