CIAN HEALTHCARE LIMITED
(An ISO 9001:2015 & WHO GMP Certified Co.)

Registered Office:
Office No.: 301, 3rd Floor, Konark Icon, Mundhwa-Kharadi Road,
Kirtane Baugh, Magarpatta, Hadapsar, Pune, Maharashtra, Pincode-411028.
Email: enquiry@cian.co
Mobile No.: +919049000648 Website: **www.cian.co**

Corporate Office:
606, Ring Road Mall, Sector-3, Rohini, New Delhi, Pincode-110085.
Landline No.: 011-49120841

Factory: Khasra No.: 245 & 248, Village Sisona, Bhagwanpur,
Roorkee, District Haridwar, Uttarakhand, Pincode-247661.
Mobile No.: +917830655000

CIN: L24233PN2003PLC017563

Ref. No.: CIAN/BSE/2026-27/22

Friday, September 04, 2026

To,
The Manager-Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

BSE Scrip Code: 542678 **Trading Symbol: CHCL**

Subject: **Notice of 23rd (Twenty-Third) Annual General Meeting of Cian Healthcare Limited in accordance with provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Reference: **Outcome of the Board meeting dated September 02, 2026, bearing reference no. CIAN/BSE/2026-27/19 made pursuant to Regulation 30 read with Schedule III of the Listing Regulations.**

Dear Sir/Madam,

In compliance with the relevant provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable master circulars, circulars, guidelines, regulations and notifications, as issued by the Securities and Exchange Board of India ("**SEBI**"), we, Cian Healthcare Limited ("**Company**"), would like to inform that the Board of the Directors ("**Board**") of the Company, at their meeting held on Wednesday, September 02, 2026, *inter-alia* considered and approved the Notice of 23rd (Twenty-Third) Annual General Meeting ("**AGM**") of the Company, which is scheduled to be held on Tuesday, September 29, 2026, at 11:00 a.m. (IST) through Video Conferencing/ Other Audio Visual Means (VC/ OAVM) facility.

A brief summary of the agenda items proposed to be transacted at the 23rd AGM is mentioned hereunder:

S. No.	Details of Resolution(s)	Ordinary/ Special Resolution
Ordinary Business:		
1	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2	To consider and re-appoint Mr. Pradeep Kumar Jain (DIN: 02039972), who is liable to retire by rotation.	Ordinary
3	To consider and appoint M/s Rasool Singhal & Co., Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) consecutive years.	Ordinary

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CIN: L24233PN2003PLC017563

Special Business:		
4	To consider and appoint M/s Rasool Singhal & Co., Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy.	Ordinary
5	To consider and approve the Employee Stock Option Scheme, 2026.	Special
6	To approve the grant of stock options to the employees of group company(ies) / subsidiary(ies) / associate company(ies) / holding company of the Company under 'Employee Stock Option Scheme 2026'.	Special

The key details pertaining to the e-voting process are set out below:

- The Company has provided e-voting facility to its members to enable them to cast their votes on the Resolutions as set forth in the AGM Notice.
- A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. Thursday, September 24, 2026, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. The voting rights of Members shall be in proportion to their share in the paid-up Equity Share Capital of the Company as on the cut-off date.
- The remote e-voting period will commence on Saturday, September 26, 2026, at 9:00 a.m. (IST) and will end on Monday, September 28, 2026, at 05:00 p.m. (IST) and thereafter, the remote e-voting module shall be disabled for voting.
- E-voting facility will also be available during the AGM to those members who have not cast their vote through remote e-voting.
- Detailed instructions for remote e-voting, participation in the AGM through VC/OAVM mode and e-voting at the AGM are provided in the AGM Notice.

The above-stated disclosure shall also be submitted in XBRL mode.

Kindly take the above information on record and oblige.

Thanking You
For **Cian Healthcare Limited**

Rachit Malhotra
Digitally signed by Rachit Malhotra
Date: 2026.09.04 17:11:52 +05'30'

Rachit Malhotra
Company Secretary and Chief Compliance Officer
Membership No.: A39894

Place: New Delhi
Enclosed: As above

CIAN HEALTHCARE LTD.
(An ISO 9001:2015 & WHO GMP Certified Co.)

NOTICE

23rd Annual General Meeting

Tuesday, September 29, 2026

CIAN HEALTHCARE LTD.
(An ISO 9001:2015 & WHO GMP Certified Co.)

CIAN HEALTHCARE LIMITED

Corporate Identity Number (**CIN**): L24233PN2003PLC017563
Regd. Office: 301, 3rd Floor, Konark Icon, Mundhwa-Kharadi Road, Kirtane Baugh, Magarpatta, Hadapsar, Pune, Maharashtra-411028, **Phone No.**: +91 9049000648,
Corporate Office: 606, Ring Road Mall, Sector-3, Rohini, New Delhi-110085, **Phone No.**: 011-49120841
Website: https://cian.co/, **Email**: cs@cian.co

NOTICE

Notice is hereby given that 23rd (Twenty-Third) **Annual General Meeting** of the members of Cian Healthcare Limited ("**Company**") for the financial year ended on March 31, 2026, will be held on Tuesday, September 29, 2026, at 11:00 A.M. Indian Standard Time (IST) through video conferencing and/or other audio-visual means, to transact the following Ordinary and Special business(es):

ORDINARY BUSINESS:

1. To consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended on March 31, 2026, comprising of the Balance Sheet as at March 31, 2026, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity for the year ended March 31, 2026 along with the explanatory notes annexed thereto and forming part of the aforesaid documents and the reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited (Standalone and Consolidated) Financial Statements of the Company, for the financial year ended on March 31, 2026, comprising of the Balance Sheet as at March 31, 2026, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity for the year ended March 31, 2026 along with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents, along with the Auditors' Report issued by M/s. S S R C A & Co., Chartered Accountants, Statutory Auditors of the Company, and the report of the Board of Directors thereon laid before this meeting, be and is hereby considered and adopted."

2. To consider and re-appoint Mr. Pradeep Kumar Jain (DIN: 02039972), who retires by rotation, and, being eligible, offers himself for re-appointment as a Non-Executive Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, read with the rules made thereunder, Mr. Pradeep Kumar Jain (DIN: 02039972), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

3. To consider and approve the appointment of M/s Rasool Singhal & Co., Chartered Accountants, as the Statutory Auditors of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof), for the time being in force, and based on the recommendations of the Audit Committee and the Board of Directors ("**Board**"), the consent of the Members be and is hereby accorded to appoint M/s Rasool Singhal & Co., Chartered Accountants (FRN: 500015N), as Statutory Auditors of the Company for a period of 5 (five) years and they shall be entitled to hold office of the Statutory Auditors of the Company from the conclusion of 23rd (Twenty-Third) Annual General Meeting of the Company up to the conclusion of the 28th (Twenty-Eighth) Annual General Meeting of the Company, and to conduct the Statutory Audit of the Company on a professional fee of INR 6,00,000 (Indian Rupees Six Lakhs Only) for the financial year 2026-27, exclusive of applicable taxes and reimbursement of out-of-pocket expenses, if any, and such other audit fees for subsequent years, as may be decided by the Board in consultation with the Statutory Auditors, upon the recommendation of Audit Committee.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary and Chief Compliance Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESS:

4. To consider and approve the appointment of M/s Rasool Singhal & Co., Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of M/s Rasool Singhal & Co., Chartered Accountants (Firm Registration No.: 500015N), as the Statutory Auditors of the Company with effect from September 02, 2026, to fill the casual vacancy caused by the resignation of M/s. S S R C A & Co., Chartered Accountants (Firm Registration No.: 108726W) to hold office until the conclusion of 23rd Annual General Meeting, at a professional fee of INR 6,00,000 (Indian Rupees Six Lakhs Only) for the financial year 2026-27, as may be recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

   RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary and Chief Compliance Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

5. To consider and approve the Employee Stock Option Scheme, 2026 and, in this regard, pass the following resolution, with or without modification(s), as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with rules made thereunder, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other master circular(s), circular(s), notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time ("**SEBI (SBEB & SE) Regulations**") the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended from time to time, read with the rules, regulations, circulars and notifications issued thereunder; the provisions of any regulations, master circulars, circulars, guidelines prescribed by the Securities and Exchange Board of India ("**SEBI**"), the provisions of any other applicable laws and regulations (including any statutory modifications or amendments thereto or re-enactments thereof), the enabling provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Master Circulars, Circulars and Notifications issued by Central Government, the Ministry of Corporate Affairs, Securities and Exchange Board of

India, Reserve Bank of India and/or any other regulatory authorities from time to time (hereinafter collectively referred to as the "**Competent Authorities**") and based on the recommendations of Nomination and Remuneration Committee and the Board, consent of the Members be and is hereby accorded to approve Employee Stock Option Scheme, 2026 ("**ESOS, 2026**" or "**Plan**") and authorising the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including the Nomination & Remuneration Committee and Management Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, issue and grant from time to time, in one or more tranches, not exceeding 1,00,00,000 (One Crore) employee stock options ("**Option(s)**") to or for the benefit of such eligible employee(s):

a. employee(s) as designated by the company, who is exclusively working in India or outside India; or
b. a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, except an independent director or
c. an employee of a group company(ies) including subsidiary(ies) or its associate company(ies), in India or outside India, or of a holding company of the company (existing or future), but does not include:-
   i. an employee who is a promoter or a person belonging to the promoter group or
   ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company,

as defined under Regulation 2(1)(i) of the SEBI (SBEB & SE) Regulations read with the relevant provisions of the Plan, exercisable into not more than 1,00,00,000 (One Crore) equity shares of face value of INR 10 (Indian Rupees Ten only) each fully paid-up, where one employee stock option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares so issued and allotted, shall rank *pari-passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT in the event of any corporate action(s), including but not limited to rights issues, bonus issues, mergers, sale of division(s), or any other restructuring activity that may affect the rights of the option grantees, appropriate and fair adjustments shall be made to the employee stock options already granted and such adjustments shall be carried out in a manner consistent with applicable laws and regulations, ensuring that the overall ceiling on options is deemed to be increased proportionately to the extent of additional equity shares issued pursuant to such corporate actions.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Option grantees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the SEBI (SBEB & SE) Regulations, the Board (including Nomination and Remuneration Committee of the Board, which the Board has constituted to be the Compensation Committee, as required under the Act and the rules made thereunder) be and is hereby authorised to administer, supervise and implement the Plan, formulate and approve the detailed terms and conditions governing the Plan, frame, amend and implement such policies, procedures, guidelines and rules as may be necessary or expedient for the effective administration of the Plan, and to do all such acts, deeds, matters and things as may be required to ensure compliance with the provisions of the SEBI (SBEB & SE) Regulations and all other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors to devise, formulate, modify, vary, alter, amend, suspend, or terminate the ESOS 2026, including but not limited to framing, notifying, and approving any sub-plans, schemes, grant documents, exercise price, vesting period, processes, and ancillary matters, within the parameters approved by the Members and contained in ESOS 2026 and the Board is also empowered to make such procedural and administrative changes from time to time as may be deemed necessary, subject to compliance with applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to undertake all such acts, deeds, matters and things as may be necessary, desirable or expedient for the purpose of implementing and giving effect to the Plan, including, but not limited to:

i. prepare, sign, execute and file all necessary applications, e-forms, returns, declarations, intimations, reports, certificates, documents and other writings with the Registrar of Companies, BSE Limited, the Depositories, SEBI, RBI (where applicable), and any other governmental, statutory or regulatory authority, as may be required in connection with the implementation and administration of the Plan;
ii. make applications and obtain all requisite approvals, permissions, consents, observations, in-principle approvals, listing and trading approvals or acknowledgements from BSE Limited, the Depositories and such other regulatory, statutory or governmental authorities as may be required in relation to the grant of stock options and the allotment, listing and trading of the equity shares arising upon exercise thereof;
iii. sign and file such applications, forms, returns and reports under the provisions of the Foreign Exchange Management Act, 1999 and the rules, regulations, circulars or directions issued thereunder, including those prescribed by the Reserve Bank of India, wherever applicable;
iv. finalise, modify, amend, vary or supplement the terms and conditions, procedural requirements, documentation or such other matters relating to the implementation and operation of the Plan, to the extent required by or pursuant to the observations, directions or requirements of SEBI, Stock Exchange, the Registrar of Companies or any other statutory or regulatory authority, or as may be necessary for ensuring compliance with the applicable laws; and
v. execute, sign and deliver all deeds, agreements, declarations, affidavits, undertakings, certificates, letters, instruments and other documents, appoint professionals, advisers, consultants, registrars or intermediaries, settle any question, difficulty or doubt that may arise in relation to the implementation of the Scheme, and generally do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient for the effective implementation and administration of the Scheme and for giving full effect to this resolution.

RESOLVED FURTHER THAT all the Directors (excluding Independent Directors) and/or the Company Secretary and Chief Compliance Officer be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the foregoing resolution."

6. To approve the grant of stock options to the employees of group company(ies) / subsidiary(ies) / associate company(ies) / holding company of the Company under 'Employee Stock Option Scheme 2026', in this regard, pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (collectively referred as "**SBEB & SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), the provisions of any regulations, master circulars, circulars, guidelines prescribed by the Securities and Exchange Board of India ("**SEBI**"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded to the

Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including the Nomination & Remuneration Committee and Management Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, such number of stock options under the 'Employee Stock Option Scheme, 2026' ("**ESOS 2026**" or "**Plan**") within the limit prescribed therein to or for the benefit of such eligible employee(s) as defined under the provisions of Regulation 2(1)(i) of the SBEB & SE Regulations read with other applicable provisions of the Plan, who are exclusively working with the group company(ies) including subsidiary(ies) or its associate company(ies), in India or outside India, or of a holding company of the Company (existing or future), exercisable into corresponding number of equity shares of face value of INR 10 (Indian Rupees Ten Only) each fully paid-up upon exercise, on such terms and in such manner as the Board and/or Compensation Committee may decide in accordance with the provisions of the applicable laws and the provisions of Plan.

RESOLVED FURTHER THAT all the Directors (excluding Independent Directors) and/or the Company Secretary and Chief Compliance Officer be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the foregoing resolution."

By Order of the Board of Directors
For **Cian Healthcare Limited**

Sd/-
Rachit Malhotra
Company Secretary and Chief Compliance Officer Membership No. A39894

Date: September 02, 2026
Place: New Delhi

Notes forming part of the Notice calling the Annual General Meeting of Cian Healthcare Limited

1. The Explanatory Statement(s) pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), with respect to the items of Special Business as set out in the Notice, is annexed hereto.

2. The relevant details of the Director seeking appointment/ re-appointment as required under the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are annexed herewith.

3. Pursuant to General Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs ("**MCA**") read together with MCA General Circular Nos. 14 & 17/2020 dated April 08, 2020 and April 13, 2020 respectively, MCA General Circular No. 02/2022 dated May 5, 2022, MCA General Circular No. 09/2023 dated September 25, 2023, MCA General Circular No. 09/2024 dated September 19, 2024 and MCA General Circular No. 03/2025 dated September 22, 2025 ("**MCA Circulars**") and the Securities and Exchange Board of India ("**SEBI**"), vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read with other applicable circulars issued from time to time (collectively referred to as the "**SEBI Circulars**"), the Company will be conducting this Annual General Meeting ("**AGM**" or "**Meeting**") through Video Conferencing/Other Audio Visual Means ("**VC**"/"**OAVM**") without the physical presence of members at a common venue.

4. In compliance with the applicable provisions of the Companies Act, 2013 ("**Act**"), read with rules made thereunder and Secretarial Standards-2, issued by the Institute of Company Secretaries of India ("**ICSI**"), Listing Regulations, MCA Circulars and SEBI Circulars, the 23rd AGM of the Company is being held through VC/OAVM on **Tuesday, September 29, 2026, at 11:00 a.m. (IST).** The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Office No. 301, 3rd floor, Konark Icon, Mundhwa- Kharadi Road, Kirtane Baugh, Magarpatta, Hadapsar, Pune-411028, Maharashtra, India. Members who are shareholders as of **Thursday, September 24, 2026 ("Cut-off Date")** can join the AGM 15 (Fifteen) minutes prior to the commencement of the AGM and till the time of the conclusion of the AGM by following the procedure mentioned in this Notice.

5. The remote e-voting period commences at 9.00 A.M. on Saturday, September 26, 2026, and ends at 5.00 P.M. on Monday, September 28, 2026. The remote e-Voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date, i.e. Thursday, September 24, 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 i.e. Thursday, September 24, 2026.

6. The Company's Registrar and Share Transfer Agent is Bigshare Services Private Limited ("**Bigshare**"), having their office at Office No S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093, India, which will be providing facility through remote e-voting, including e-voting during the AGM and facility for participation in the AGM through VC / OAVM.

7. The Company is being publishing an advertisement in Newspapers (one English newspaper and one Marathi newspaper) containing the details about the AGM, which *inter-alia* includes date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses and other matters as may be required, as per the applicable provisions of the Act read with rules made thereunder.

8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf, and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the framework provided in the MCA Circulars read with the Act and the SEBI Listing Regulations, through VC/OAVM, 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 the AGM are not annexed to this notice. The physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

9. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records, which will help the Company and the Company's RTA to provide efficient and better services.

10. Corporate Shareholders/ Institutional Investors (i.e. other than Individuals, HUFs, NRIs etc.) who are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote E-voting or E-voting facility at the AGM, are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser at e-mail ID csdivyasingh.25@gmail.com with a copy marked to ivote@bigshareonline.com and to the Company at cs@cian.co authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act. The scanned image of the above documents should be in the naming format "**Cian Healthcare Limited EVEN 1256.**"

11. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective DP.

12. The SEBI has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

13. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members who hold share certificates in physical form (if any) are advised to dematerialise their shareholding.

14. In case of joint holders attending the AGM through VC/ OAVM, only such joint holders who are higher in the order of their names as per the Register of Members of the Company, as of the cut-off date i.e., **Thursday, September 24, 2026,** will be entitled to vote at the Meeting.

15. In pursuance of SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, and Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, the facility of an online dispute resolution mechanism is available through the SMART ODR Portal for the investor to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/Bigshare and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal.

16. **Electronic dispatch of Annual Report and process for registration of email id for obtaining a copy of the Annual Report:**

Further, the Securities and Exchange Board of India ('**SEBI**'), vide Regulations 36(1) and 44(4) of the Listing Regulations, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the physical dispatch of the Annual Report to Shareholders and the appointment of proxies.

In line with the MCA Circulars and Regulation 36 of SEBI Listing Regulations, this Notice, along with the Annual Report for Financial Year 2025-26, is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Depository Participants/ Bigshare.

Members may note that the Notice calling the AGM and Annual Report 2025-26, which *inter-alia* comprises of the Reports of the Board of Directors and Audited (Standalone and Consolidated) Financial Statements along with the Reports of the Auditors thereon for the Financial Year ended March 31, 2026 pursuant to section 136 of the Act will also be available on the Company's website https://cian.co/, on the website of the Stock Exchange, i.e. BSE Limited, at www.bseindia.com and on the website of Bigshare at https://ivote.bigshareonline.com. A hard copy of the full Annual Report will be sent to shareholders upon request.

Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink, including the exact path, of the Annual Report for Financial Year 2025-26, is being sent to those shareholders who have not registered their email address with the Company/ Depositories/ Depository Participants/ Bigshare.

Members are requested to register/update their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company / Bigshare by following the due procedure.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act, and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM, i.e. till Tuesday, September 29, 2026. Members seeking to inspect such documents can send an email to cs@cian.co.

Ms Divya Rani, Practising Company Secretary (Membership No. A64841) of M/s. Divya Rani & Associates, Practising Company Secretaries, has been appointed as the Scrutiniser to conduct the E-voting process in a fair and transparent manner, and has communicated their willingness to be appointed and their availability for the said purpose. The Scrutinizer's decision on the validity of the votes casted through remote E-voting and E-voting at the Meeting shall be final.

For ease of conduct of AGM, Members who wish to ask questions/ express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-ID cs@cian.co, during the period commencing from 09:00 a.m. (IST) to 05:00 p.m. (IST) on Friday, September 25, 2026, mentioning their name, demat account number/folio number, registered email ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably, depending on the availability of time at the AGM.

Members of the Company who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting https://ivote.bigshareonline.com and clicking on "Speaker Registration" during the period commencing from 09:00 a.m. (IST) to 05:00 p.m. (IST) on Friday, September 25, 2026. Those Members who have registered themselves as speakers will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

18. Process and manner for voting through electronic means:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations, SS-2 and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to the e-Voting facility provided by listed entities, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare for facilitating AGM through video conferencing and/or other audio-visual means, as the authorised agency. The facility of convening AGM via video conferencing and/or other audio-visual means is provided by Bigshare.

Members of the Company holding shares either in electronic form as on the **cut-off date i.e. Thursday, September 24, 2026,** may cast their vote by remote e-Voting. A person who is not a Member as of the cut-off date should treat this Notice for informational purposes only. A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.

19. Procedure for participating through VC/OAVM means and e-voting at the AGM are as under:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, along with the relevant provisions of the SEBI Listing Regulations, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Bigshare, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below:-

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 24, 2026;

The Shareholders who acquire shares of the Company and become Members of the Company after the sending of the Notice and hold shares as of the cut-off date may obtain the login ID and password by sending a request to ivote@bigshareonline.com. However, if he/she is already registered with Bigshare for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.

The procedure for participating in the meeting through VC/OAVM is explained hereunder:

i. The voting period begins at 9.00 A.M. on Saturday, September 26, 2026, and ends at 5.00 P.M. on Monday, September 28, 2026. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Thursday, September 24, 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 through the e-voting facility.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to their 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.

iv. 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.

v. 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 the e-voting process.

vi. 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 the 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 link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
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.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter your '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on your registered email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

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

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

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

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

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

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

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

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

Investor Mapping:

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

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

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

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

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

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM 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 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 are as under:-

- The Members can join the AGM 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 is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM 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.

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

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

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH THE SECRETARIAL STANDARDS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AND APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE NOTICE

Item No. 3 and 4

The existing Statutory Auditors of the Company, M/s S S R C A & Co., Chartered Accountants, ceased to hold office as the Statutory Auditors of the Company, consequent to their resignation dated August 27, 2026, due to professional commitments and pre-occupations.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on Wednesday, September 02, 2026, has approved the appointment of M/s Rasool Singhal & Co., Chartered Accountants (Firm Registration No. 500015N), as the Statutory Auditors of the Company to fill the casual vacancy caused by way of resignation of the erstwhile auditors.

The members are hereby proposed to appoint M/s Rasool Singhal & Co., Chartered Accountants (Firm Registration No. 500015N), as the Statutory Auditors of the Company, for a term of five (5) consecutive years, commencing from the conclusion of the 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company. It is also proposed to approve/ratify their appointment from September 2, 2026 upto the conclusion of 23rd Annual General Meeting as Statutory Auditors of the Company in casual vacancy.

The Audit Committee considered various parameters while recommending the appointment of M/s Rasool Singhal & Co., including, *inter-alia*, the firm's professional standing, experience in conducting statutory audits of listed entities, sectoral expertise, technical capabilities, peer review status, independence, audit quality processes, availability of resources, regulatory track record and its ability to devote sufficient time to the audit of the Company. After evaluating these parameters, the Audit Committee was satisfied that the proposed appointment would be in the best interests of the Company and its stakeholders.

M/s Rasool Singhal & Co., Chartered Accountants, have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that:
- they are eligible for appointment and are not disqualified from being appointed as Statutory Auditors under the provisions of the Companies Act, 2013 and the rules framed thereunder;
- the proposed appointment is in accordance with the conditions prescribed under the Act and the Chartered Accountants Act, 1949;
- they satisfy the criteria relating to independence and other applicable requirements prescribed under the Companies Act, 2013 and the Code of Ethics issued by the Institute of Chartered Accountants of India; and
- the appointment, if approved by the Members, shall be in compliance with all applicable statutory provisions.

Proposed Audit Fees

The Board, on the recommendation of the Audit Committee, proposes to pay a statutory audit remuneration of INR 6,00,000 (Indian Rupees Six Lakhs only), exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit. The remuneration for audits of subsidiaries (if any), certifications, taxation matters, limited reviews, group reporting assignments and other permissible professional services, as may be required from time to time, shall be determined separately by the Board of Directors in consultation with the Statutory Auditors. It is further proposed to empower the Board to revise the fees during the term of the auditors in consultation with them and based on the recommendation of the Audit Committee, without seeking further approval of shareholders.

Material Change in Audit Fees and Basis Thereof
There has been no material change in the fees payable to Statutory Auditors.

Brief Profile of the Proposed Statutory Auditors
M/s Rasool Singhal & Co., Chartered Accountants (Firm Registration No. 500015N), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("**ICAI**"). The firm has experience in providing statutory audit, internal audit, taxation, assurance, advisory and other professional services to companies across diverse sectors, including listed entities. The firm has an experienced team of partners and professionals possessing expertise in financial reporting, corporate laws, taxation, internal controls, risk management and regulatory compliances.

The Board is of the opinion that the proposed appointment of M/s Rasool Singhal & Co., Chartered Accountants, as the Statutory Auditors of the Company is in the best interests of the Company and accordingly recommends the Ordinary Resolution(s) set out at Item No. 3 and 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set forth at Item No. 3 and 4 of the Notice for the approval of the members as Ordinary Resolution(s).

Item No. 5 and 6

Equity-based compensation is considered to be an integral part of employee compensation across sectors, which enables alignment of personal goals of the employees with organisational objectives by participating in the ownership of the Company through a stock-based compensation scheme. Your Company believes that equity-based compensation plans are an effective tool to reward the talents working with your Company. With a view to motivate the key work force seeking their contribution to the corporate growth, create an employee ownership culture, attract new talents, and retain them for ensuring sustained growth, your Company intends to implement an employee stock Option Scheme namely 'Employee Stock Option Scheme, 2026' ("**ESOS 2026**" or "**Plan**") seeking to cover eligible employees of the Company, its group company(ies) / subsidiary(ies) / associate company(ies) / holding company (existing or future).

As per the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**"), the Company seeks members' consent for:

a. Employee Stock Option Scheme, 2026 of the Company; and

b. Grant of stock options to the eligible employees of the Company, its group company(ies) / subsidiary(ies) / associate company(ies) / holding company (existing or future) as per terms of the Plan;

Accordingly, the Board of Directors of the Company at their meeting held on September 02, 2026 have approved the implementation of the Plan, subject to the approval of the Shareholders. The following are the salient features of the Plan:

Brief Description of the scheme: Keeping in view the aforesaid objectives, the Plan contemplates grant of Options to the Employees of the Company, its group company(ies) / subsidiary(ies) / associate company(ies) / holding company (existing or future). After vesting of Options, the employee(s) earn a right, but not an obligation, to exercise the Vested Options within the Exercise Period and obtain equity shares of the Company subject to payment of Exercise Price and satisfaction of any tax obligation arising thereon.

The Nomination & Remuneration Committee shall act as the Compensation Committee for the administration of the Plan. All questions of interpretation of the Plan shall be determined by the Committee, and such determination shall be final and binding upon all persons having an interest in the Plan.

Total number of options to be granted: The total number of Options to be granted under the Plan shall not exceed 1,00,00,000 (One Crore) each, Option when exercised, would be converted into one equity share of INR 10 (Indian Rupees Ten only) each, fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to the resignation of the employees or otherwise, would be available for re-granting at a future date. In the event of any corporate action(s), including but not limited to rights issues, bonus issues, mergers, sale of division(s), or any other restructuring activity that may affect the rights of the option grantees, appropriate and fair adjustments shall be made to the employee stock options already granted and such adjustments shall be carried out in a manner consistent with applicable laws and regulations, ensuring that the overall ceiling on options is deemed to be increased proportionately to the extent of additional equity shares issued pursuant to such corporate actions.

Identification of classes of employees entitled to participate in the Employee Stock Option Scheme, 2026:
Pursuant to the definition of Employee as specified under the relevant provisions of Regulation 2(1)(i) of the SBEB & SE Regulations, all employees (hereinafter referred to as "**Employees**") of the Company or of group company(ies) / subsidiary(ies) / associate company(ies) / holding company of the Company (existing or future) as defined below shall be eligible subject to determination or selection by the Committee:

i. employee as designated by the company, who is exclusively working in India or outside India; or
ii. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—
    a) an employee who is a promoter or a person belonging to the promoter group; or
    b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

Requirements of vesting and period of vesting:
The Options granted would vest not earlier than one year and not later than 4 (Four) years from the date of grant of such options. The vesting dates in respect of the Options granted under the Plan shall be determined by the Nomination and Remuneration Committee ("**NRC**" or "**Committee**") and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

As a pre-requisite for a valid Vesting, a Grantee is required to be in employment or service of the Company on the date of Vesting, excluding retirement, death and permanent disability cases and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of Vesting.

Options shall vest essentially based on continuation of employment/ service as per requirement of SBEB & SE Regulations. Apart from that, the Committee may prescribe achievement of any performance condition(s) for vesting.

The maximum period within which the options shall be vested:
The Options granted would vest not earlier than one year and not later than 4 (four) years from the date of grant of such options.

Exercise Price or pricing formula:
The Exercise Price shall be decided by the Committee as on the date of Grant in accordance with the relevant provisions of the SBEB & SE Regulations and the Plan. However, the Exercise Price shall not be less than the face value of Shares.

The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.

Exercise Period and the process of Exercise:
The exercise period would commence from the date of vesting and will expire on completion of 5 (Five) years from the date of respective vesting, or such other period as may be decided by the Committee.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

The appraisal process for determining the eligibility of employees for the scheme:
The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance-linked parameters such as work performance and such other criteria as may be determined by the Committee.

Maximum number of options to be issued per employee and in aggregate:
The maximum number of Options under the Plan that may be granted to each Employee in any year shall, in aggregate, not exceed 1,00,00,000 (One Crore) Options or 1% of the issued share capital, whichever is lower, at the time of Grant of Option.

Maximum quantum of benefits to be provided per employee under the scheme:
Any benefits other than the grant of options or the consequential issue of equity shares are not ensvisaged under the Plan. Apart from the grant of Options as stated above, no monetary benefits are contemplated under the Plan.

Implementation of Employee Stock Option Scheme 2026:
The ESOS 2026 shall be implemented and administered directly by the Company and does not involve any Trust.

Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:
The ESOS 2026 involves the issuance of new fully paid-up equity shares by the Company, which shall be subject to the receipt of in-principle and listing approval from the Stock Exchange, where the fully paid-up equity shares are listed and traded.

The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc.:
Not Applicable

Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme:
Not Applicable

A statement to the effect that the Company shall conform to accounting policies specified in Regulation 15:
As specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company shall comply with the requirements of the 'Guidance Note on

Accounting for Employee Share-Based Payments' or other accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements. Employee Stock Options granted under the ESOS 2026 are accounted for under the Accounting Standard (AS) 15 Employee Benefits and such other accounting policies/ principles as may be prescribed from time to time during the continuance of the ESOS 2026. The same is in accordance with the SBEB & SE Regulations.

Method of option valuation:
The Company shall adopt the 'Black-Scholes Model for fair valuation of options as prescribed under the guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time; the fair value method may change based on changes in Statutory or accounting requirements.

Declaration:
In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Lock-in period for options:
The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. However, in case of any certain permissible circumstances, the Committee at its discretion may impose lock-in period restriction for not exceeding 1 (one) year from the date of allotment. Usual restrictions as may be prescribed under applicable laws including Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, shall apply.

Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:
Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office during official hours on all working days till the last date of the voting and will also be available for inspection to the Members through electronic mode. Members may write to the Company at cs@cian.co in this regard, by mentioning "**Request for Inspection**" in the subject of the e-mail.

Based on the recommendation of the Nomination and Remuneration Committee, the Board hereby recommends the adoption of the Employee Stock Option Scheme "**Employee Stock Option Scheme, 2026**".

None of the directors or key managerial personnel of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, except to the extent of their Directorships/ shareholding in the Company, if any, in the resolution(s) set out at Item No. 5 and 6 of the Notice.

The Board of Directors of the Company recommends the resolution(s) set forth at Item No. 5 and 6 of the Notice for the approval of the members as a Special Resolution.

Details in pursuance to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V to the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Brief Profile of Director being appointed/re-appointed:

S. No.	Details	Particulars
	Particulars as per Regulation 36(3) of the Listing Regulations	
1.	**Name of Director**	Mr. Pradeep Kumar Jain
2.	**Brief resume of the Director**	Mr. Pradeep Kumar Jain is the Founder and Non-Executive Director of Ananta Medicare Limited. He has been a pivotal figure in shaping the industry's growth and global presence. Ananta Medicare Limited has its corporate office in Delhi and operates two pharmaceutical and one ayurvedic manufacturing plant in Sri Ganganagar, Rajasthan. All plants adhere to European standards, including EU GMP, Ukraine, Philippines GMP and Thailand GMP and export globally to countries such as Ukraine, Russia, Uzbekistan, Kazakhstan, the Philippines, Romania, Sri Lanka, South Africa and the USA. Mr. Pradeep Kumar Jain pursued his MBA in Business Administration from Kharkiv National University of Economics, Ukraine, in 2015 and completed his PhD in Public Administration from the same University in 2024. Since 2008, he has been serving as a director and successfully running the pharmaceutical business in both the United Kingdom and India. He has established offices in London, UK, and India to expand operations globally. Additionally, he has set up a subsidiary in Uzbekistan, the Republic of the Philippines and a representative office in Kazakhstan. With a portfolio of over 100 specialised pharmaceutical and nutraceutical products, he has expanded exports to more than 15 countries. He has played a key role in enhancing supply chain efficiency, implementing new quality control and project management procedures, and negotiating contracts to strengthen business operations. Furthermore, he has effectively managed budgets to reduce costs while maintaining quality standards. Leading a team of over 300 employees, he has focused on improving staff retention and overall organisational efficiency.
3.	**Nature of expertise in a specific functional area**	Significant experience of around three decades in pharmaceutical manufacturing, international business development, strategic management, export operations, regulatory compliance, quality management systems, supply chain optimisation, project management, corporate administration, and business leadership across domestic and international markets.
4.	**Disclosure of the relationship between directors *inter-se***	Mr. Pradeep Kumar Jain is related to Mr. Rajesh Jain, Managing Director of the Company.
5.	**Names of listed entities in which the person also holds the directorship**	NIL
6.	**Names of listed entities in which the person also holds the membership of Committees of the board**	NIL

7.	**Listed Entities from which the person has resigned in the past three years**	NIL
8.	**Shareholding of Non-Executive Director in the listed entity, including shareholding as a beneficial owner**	19%
	Particulars of per Secretarial Standards-2 as issued by ICSI	
1.	**Name of Director and DIN**	Mr. Pradeep Kumar Jain (DIN: 02039972)
2.	**Age**	53 years
3.	**Qualification**	He pursued his MBA in Business Administration from Kharkiv National University of Economics, Ukraine, in 2015 and completed his PhD in Public Administration from the same University in 2024.
4.	**Experience**	Around 3 (Three) decades
5.	**Terms and Conditions of Appointment**	He has been appointed as a Non-Executive Director, in accordance with the provisions of the Order of the Hon'ble National Company Law Tribunal dated December 18, 2025, read with the resolution plan approved thereunder.
6.	**Details of Remuneration sought to be paid along with the erstwhile remuneration**	NIL
7.	**Date of First appointment by Board**	January 09, 2026
8.	**Shareholding in Company**	47,50,000 fully paid-up equity shares aggregating to 19%
9.	**Relationship with other Directors, Manager and Key Managerial Personnel of the Company**	Mr. Pradeep Kumar Jain is related to Mr. Rajesh Jain, Managing Director of the Company.
10.	**No. of the board meetings attended during the last financial year**	No. of meetings held: 01 No. of meetings attended: 01
11.	**Other Directorship**	01 (Ananta Medicare Limited)
12.	**Membership and Chairmanship of Committees of other Board**	NIL