



PARAS HEALTHCARE LIMITED

(formerly known as Paras Healthcare Private Limited)

Regd. & Corporate Office: 1st Floor, Tower-B, Paras Twin Towers, Golf Course Road,
Sector-54, Gurugram- 122002, Haryana

CIN: U85110HR1987PLC035823

Website: www.parashospitals.com ; **E-mail id:** cs@parashospitals.com;

Ph. No: +91-0124-4585555 /+91-08035358737

SHORTER NOTICE is hereby given that the 1st Extra-ordinary General Meeting for FY 2026-27 (hereinafter referred to as the "EGM") of the Member(s) of **Paras Healthcare Limited** (formerly known as "Paras Healthcare Private Limited") (the '**Company**') will be held on **Thursday, May 14, 2026 at 04.00 P.M.** through Video Conferencing / Other Audio-Visual Means ("VC")/("OAVM"), for which the Registered Office of the Company i.e. at 1st Floor, Tower-B, Paras Twin Towers, Golf Course Road, Sector-54, Gurugram-122002, Haryana shall be deemed as the venue for the Meeting wherein the proceedings of the EGM shall be deemed to have been conducted, to transact the following businesses:-

SPECIAL BUSINESS

1. RE-APPOINTMENT OF DR. DHARMINDER KUMAR NAGAR AS THE MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF FIVE YEARS

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Nomination and Remuneration Policy of the Company, and any other applicable laws, rules, regulations, guidelines, and notifications, including any statutory modifications, amendments, or re-enactments thereof for the time being in force and the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of Dr. Dharminder Kumar Nagar (DIN: 00332135) as the Managing Director of the Company liable to retire by rotation, as may be required under the provisions of applicable law, for a further term of five (5) years commencing 1st April 2027 and concluding 31st March 2032, on such terms and conditions including remuneration as determined and approved by the Board of Directors.

RESOLVED FURTHER THAT Dr. Dharminder Kumar Nagar shall not be entitled to sitting fees for attending any meetings of the Board of Directors or any Committee thereof during his tenure as Managing Director. He shall, however, be entitled to reimbursement of all expenses actually incurred by him in the course of business of the Company, which shall not form part of or be included in his remuneration.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Dr. Dharminder Kumar Nagar as Managing Director, the remuneration as approved by the Board of Directors and the Shareholders shall be paid to him as minimum remuneration, in accordance with and subject to the limits prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company, Dr. Kapil Garg, Whole Time Director, Mr. Dilip Bidani, Group Chief Financial Officer and Mr. Rahul Kumar, Compliance Officer & Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient, including filing of necessary forms and returns with the Registrar of Companies to give effect to this resolution”

2. TO APPROVE THE REVISION IN REMUNERATION OF DR. DHARMINDER KUMAR NAGAR, MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and any other applicable provisions, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for revision in remuneration of Dr. Dharminder Kumar Nagar (DIN: 00332135), Managing Director of the Company, to INR 9.00 Crores per annum, with effect from 1st April 2026 on the terms set out in the preamble hereto, on the following terms and conditions:

Basic: INR 36,62,625 per month

HRA and allowances: INR 36,61,203 per month

Retirement Benefits: INR 1,76,172 per month

The details are summarized below:

SUMMARY OF REMUNERATION		
1	Basic Salary	INR 36,62,625 per month with authority to the Board of Directors to revise the basic salary from time to time.
2	Allowances	Dr. Dharminder Nagar shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively “allowances & perquisites”) such as furnished residential accommodation or house rent allowance in lieu thereof, medical reimbursement or Company provided Medical facilities, special allowance, Company provided Vehicle and Driver, and any other “allowances & perquisites” as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time, provided that the aggregate value of such allowances and perquisites shall not exceed INR 36,61,203 per month. Allowances & Perquisites will be valued as per the Income-tax rules, wherever applicable and at actual cost to the Company in other cases.
3	Retirement Benefits	INR 1,76,172 per month
4	Perquisites and Other entitlements	In addition to the above, Dr. Dharminder Nagar shall be entitled to allowances and benefits as per policy of the Company in force such as 1. Company maintained car(s) with Driver 2. Re-imbursement for Mobile Phone(s) and Telephone/Internet Connections at residence

		3. Payment of Gratuity, leave encashment and other retirement benefits as per Rules of the Company 4. Admission and Annual Membership Fee for Club(s) 5. Medical benefits for self and family as per Rules of the Company 6. Such other benefits as may be applicable to the employees of the Company
5	Reimbursements	Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on the Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisite.

RESOLVED FURTHER THAT the remuneration may be increased up to INR 13.50 Crores per annum over a period of three (3) years up to 31st March 2029, on the terms set out in the explanatory statement hereto.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the Managing Director shall be entitled to receive the above remuneration as minimum remuneration, in accordance with and subject to the limits prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the remuneration payable for the period 1st April 2027 to 31st March 2029 shall be subject to re-appointment of the Managing Director in accordance with applicable provisions.

RESOLVED FURTHER THAT the Board of Directors (including Nomination & Remuneration Committee) be and is hereby authorized to determine the detailed breakup of remuneration, revision in the structure and remuneration components and fix performance parameters subject to the aggregate remuneration remaining within the limits approved by the Members herein.

RESOLVED FURTHER THAT any of the Director of the Company, Dr. Kapil Garg, Whole Time Director, Mr. Dilip Bidani, Group Chief Financial Officer and Mr. Rahul Kumar, Compliance Officer & Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient, including filing of necessary forms and returns with the Registrar of Companies to give effect to this resolution."

3. TO APPROVE THE AMENDMENT IN THE PARAS HEALTHCARE EMPLOYEES STOCK OPTION PLAN 2024 IN COMPLIANCE WITH THE APPLICABLE LAWS &

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws, rules, regulations, including any statutory modifications, amendments or re-enactments thereof for the time being in force and in accordance with the Memorandum of Association and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the amendment in the Paras Healthcare Employees Stock Option Plan 2024 ("ESOP Policy"). The proposed amendment to the ESOP Policy is being carried out to give effect to the applicable legal and regulatory

provisions and is not prejudicial to the interests of the employees, while continuing to align employee incentives with the long-term growth objectives of the Company.

RESOLVED FURTHER THAT any of the Director of the Company, Dr. Kapil Garg, Whole Time Director, Mr. Dilip Bidani, Group Chief Financial Officer and Mr. Rahul Kumar, Compliance Officer & Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient, including filing of necessary forms and returns with the Registrar of Companies to give effect to this resolution."

4. TO APPROVE THE PAYMENT OF FIXED REMUNERATION TO MR. UPENDRA PRASAD SINGH (DIN: 00354985), INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V, Part II, Section II, Part A and B of the Act, and Ministry of Corporate Affairs Notification No. S.O. 1256(E) dated March 18, 2021, and other applicable provisions, if any, and subject to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors in their meeting held on April 30, 2026, the consent of the Members of the Company be and is hereby accorded for payment of fixed remuneration to **Mr. Upendra Prasad Singh (DIN: 00354985), Independent Director** of the Company, which shall be paid exclusive of any sitting fees payable under Section 197(5) of the Companies Act, 2013, and shall be within the overall limits prescribed under Section 197 of the Companies Act and Schedule V thereto, as applicable.

RESOLVED FURTHER THAT Mr Upendra Prasad Singh in addition to sitting fees shall be paid a fixed remuneration of INR 15,00,000 (Rupees Fifteen Lakh Only) per annum for a period not exceeding three years commencing from April 01, 2026, till March 31, 2029.

RESOLVED FURTHER THAT any of the Director of the Company, Dr. Kapil Garg, Whole-time Director, Mr. Dilip Bidani, Group Chief Financial Officer and Mr. Rahul Kumar, Compliance Officer & Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be required in this regard to give effect to this resolution."

**BY ORDER OF THE BOARD
FOR PARAS HEALTHCARE LIMITED**

Rahul
Kumar
RAHUL KUMAR

Digitally signed
by Rahul Kumar
Date: 2026.05.11
19:59:59 +05'30'

**COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. A20928**

**ADDRESS : 1ST FLOOR, TOWER-B, PARAS TWIN TOWERS,
GOLF COURSE ROAD, SECTOR-54,
GURUGRAM, HARYANA-122002**

DATE : MAY 11, 2026

PLACE : GURUGRAM

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 (collectively, 'MCA Circulars'), has permitted companies to hold Extra-Ordinary General Meetings through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') without the physical presence of Members at a common venue, and such permission continues until further orders. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the Circulars, the 1st EGM of the Company is being held through VC/OAVM facility. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The Explanatory Statement, pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act') read with Regulation 17(11) of Listing Regulations, setting out the material facts and reasons relating to the Special Business to be transacted at the EGM is annexed herewith.
3. Since the EGM is being convened through VC or OAVM in terms of the Circulars, the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) intending to authorize their representatives to attend the EGM through VC/OAVM facility and/or vote at the EGM on its behalf are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc., with attested specimen signature of the duly authorized signatory(s) to the Company by email at cs@parashospitals.com.
5. The attendance of the Members attending the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial owners of the Company will be entitled to vote at the EGM.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the conclusion of this EGM and also at the EGM.
7. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

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

In conformity with the provisions of Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 1&2: RE-APPOINTMENT OF DR. DHARMINDER KUMAR NAGAR AS THE MANAGING DIRECTOR OF THE COMPANY W.E.F. 1ST APRIL 2027 TO 31ST MARCH 2032 FOR A TERM OF FIVE YEARS.

TO APPROVE THE REVISION IN REMUNERATION OF DR. DHARMINDER KUMAR NAGAR, MANAGING DIRECTOR

The Members in their 35th Annual General Meeting dated 30th September, 2022 had vide Special Resolution approved the re-appointment of Dr. Dharminder Kumar Nagar as Managing Director of the Company for a period of 5 years w.e.f. 1st April 2022 to 31st March 2027 and the Members in their Extraordinary General Meeting dated 25th July 2024 had approved the revision in remuneration of Dr. Dharminder Kumar Nagar with effect from 1st April 2024.

Dr. Dharminder Kumar Nagar is the promoter of the company and has been serving as Managing Director of the Company since 2008. Under the leadership and guidance of Dr. Dharminder Kumar Nagar, the Revenue from Operations and EBITDA of the Company have grown extensively over the past years. The Company has also witnessed significant improvement in its operational efficiency in recent years which has played a major role in the growth of the Company. The Company has expanded its presence across multiple geographies and has been acknowledged to be one of the leading healthcare service providers in India.

In view of the above, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meetings held on April 30, 2026, the Board approved the re-appointment of Dr. Dharminder Kumar Nagar as the Managing Director of the Company for a further term of 5 years with effect from 1st April 2027 pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder on the terms and conditions as indicated in the resolution. The re-appointment of Dr. Dharminder Kumar Nagar as the Managing Director of the Company is subject to the approval of the Members of the Company by way of a Special Resolution and such other approvals, if any.

Further, the framework of Dr. Nagar's remuneration is in compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act, and Ministry of Corporate Affairs Notification No. S.O. 1256 (E) dated March 18, 2021 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"). Therefore, approval of the Members is sought for the re-appointment of Dr. Dharminder Kumar Nagar (DIN: 00332135) Managing Director as liable to retire by rotation and confirmation of the terms of remuneration.

DETAIL OF DIRECTOR SEEKING RE - APPOINTMENT AT THE EXTRA ORDINARY GENERAL MEETING

(Pursuant to Regulation 36 of SEBI Listing Regulations, 2015 and Secretarial Standard-2.)

S.No.	Particulars	Remarks
1	DIN	00332135
2	Age	56 years
3	Qualification	He holds an EMP from Harvard Business School and specialises in Healthcare Management & Health

		Systems Administration from Imperial College, London. He is also a M. Phil from BITS Pilani and a MBBS graduate from Mysore Medical College.
4	Experience	More than 20 years
5	Terms & Conditions for appointment	As per the resolution
6	Details of the remuneration to be paid	Up to an amount not exceeding INR 13.50 Crores Per Annum. The details as per the resolution.
7	Remuneration last drawn (during the FY 2025-26)	INR 5.51 Crores
8	Date of appointment at Board	04 th December, 2006
9	Shareholding in the Company as on March 31, 2026	72.80%
10	Relationship with other Directors/KMP/Managers	None
11	No. of Board Meeting attended during the year (2025-26)	7 (Seven)
12	Other Directorship	None
13	Membership /chairmanship of committee of other Board	Chairperson – Corporate Social Responsibility Committee

The Special Resolution at Item No. 1 and 2 is recommended by the Board of Directors for approval by the Members.

Dr. Dharminder Kumar Nagar (Managing Director) is concerned or interested in the Resolution mentioned in Item No. 1 and 2 of the Notice relating to his re-appointment. Other than Dr. Dharminder Kumar Nagar, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 1 and 2 of the Notice. A brief resume of Dr. Dharminder Kumar Nagar is given in the Annexure to the Notice.

Disclosure as per Section II to Part II of Schedule V of the Companies Act, 2013 is as follows:

I. GENERAL INFORMATION:

1. Nature of Industry

The Company is engaged in the business of Healthcare Services.

2. Date or expected date of commencement of commercial production:

The Company is operating the Healthcare Service since the year 2006.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable as the Company is an existing Company.

4. Financial performance based on given indicators:

(INR In Crores)

Particulars	FY 2020-21	9M FY 2025-26 (ended 31st December 2025) (Estimated)
Revenue from Operations	INR 597 Crores	INR 1,023 Crores
EBITDA	INR 38.6 Crores	INR 206 Crores
EBITDA Margin	6.46%	20.14%

5. Foreign investments or collaborations, if any:

Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No	Particulars	Dr. Dharminder Kumar Nagar
1	Background details	Dr. Dharminder Kumar Nagar is the Managing Director and promoter of the company. He holds a Post-Graduate Diploma in Healthcare Management from Imperial College, London and a Master of Philosophy in Hospital & Health System Management from BITS Pilani. He has been instrumental in steering the growth and strategic direction of the Company over the years. Under his leadership, the Company's Revenue from Operations has grown from INR 597 Crores in FY 2020-21 to INR 1,023 Crores in the nine months ended 31st December 2025, with EBITDA improving from INR 38.6 Crores to INR 206 Crores and EBITDA margins expanding from 6.46% to 20.14% during the same period
2	Past remuneration	During the Financial Year ended 31st March 2026, INR 5.51 Crores was paid as remuneration to Dr. Dharminder Kumar Nagar.
3	Recognition or awards	Dr. Dharminder Kumar Nagar has been awarded with "Healthcare Personality of the Year" at the 16th Healthcare Excellence Awards 2024 organised by FICCI and as the "Global Health Leader" at the IHW Global Leaders Awards, Dubai.
4	Job profile and his suitability	Considering the excellent background of Dr. Dharminder Kumar Nagar and his extensive experience in the healthcare industry, he is well suited to continue in the position of Managing Director of the Company
5	Remuneration proposed	Proposed Remuneration up to an amount not exceeding INR 13.50 Crores per annum for 3 years from April 01, 2026, to March 31, 2029. The remuneration payable to Dr. Dharminder Kumar Nagar during his re-appointed term commencing 1st April 2027 shall be determined and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company separately in another resolution.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Directors, remuneration paid to them are commensurate with remuneration of similar senior levels in similar sized domestic companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Dr. Dharminder Kumar Nagar is a Promoter of the Company. Save and except for his remuneration as Managing Director and his shareholding in the Company, he does not have any other pecuniary relationship with the Company.

III. OTHER INFORMATION:

Reasons of loss or inadequate profits	Losses arising on account of gestation of new units and pre-operating losses including depreciation of new units and interest on project loans.
Steps taken or proposed to be taken for improvement	The new units are expected to mature over next few years and improve efficiency with higher occupancy levels.
Expected increase in productivity and profits in measurable terms	With increase in occupancy, we expect overall productivity and profitability to improve. Targets are set for increase in occupancy and growth in revenue.



The above proposal is in the interest of the Company, and the Board recommends passing of the resolution as set out in Item No. 1&2 of the accompanying Notice, as a **Special Resolution**.

ITEM NO. 3: TO APPROVE THE AMENDMENT IN THE PARAS HEALTHCARE EMPLOYEES STOCK OPTION PLAN 2024 IN COMPLIANCE WITH THE APPLICABLE LAWS & REGULATIONS

The Company has in place an Employee Stock Option Plan titled "Paras Healthcare Employees Stock Option Plan 2024" ("ESOP Policy"), which was duly approved by the Shareholders of the Company at the general meeting held on June 04, 2024, in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations").

SEBI has, from time to time, issued amendments to the SBEB & SE Regulations. To keep the ESOP Policy current and compliant with the regulatory framework as amended from time to time, it is proposed to amend the existing ESOP Policy to:

- (i) incorporate the relevant changes made to the SBEB & SE Regulations; and
- (ii) clarify certain existing provisions for greater operational clarity.

A copy of the proposed ESOP Policy is annexed to the Notice as **Annexure - A**

Pursuant to Section 62(1)(b) of the Companies Act, 2013, read with the SBEB & SE Regulations, any amendment to an employee stock option plan that results in a change in the terms of options already granted, or that materially alters the rights of existing option holders, requires the approval of the shareholders by way of a Special Resolution.

Rationale for Amendment: The proposed amendments to the ESOP Policy are being undertaken primarily to align the Policy with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable legal and regulatory requirements. The amendments are clarificatory and compliance-oriented in nature and do not materially or adversely affect the rights, benefits, or entitlements of the existing employees or option holders under the ESOP Scheme. The proposed changes are intended to formally incorporate and give effect to mandatory regulatory requirements while ensuring greater operational clarity and consistency in implementation of the Policy.

Paras Healthcare Employees Stock Option Plan, 2024 ("ESOP 2024")

S. No.	Particulars	Information	Amendment
(a)	Brief description of the ESOP 2024	The Company has instituted ESOP 2024 to attract and retain talented employees and create wealth in the hands of employees. Such exercise will also create sense of ownership and participation amongst the employees and will ensure achievement of organizational performance goals along with creation of value for the shareholders	No Change in description of the plan.
(b)	The total number of options to be granted	The maximum numbers of Options that may be issued under this Plan shall not exceed 2,196,239 options that may be converted to an equivalent number of Equity Shares in the ratio of 1 Share for every Option Exercised.	No change in the total number of shares to be granted under the plan.

(c)	The total number of Shares to be granted	The maximum number of Shares that may be issued under this Plan shall not exceed 2.25% (two point two five percent) of the total paid up capital of the Company as on April 1, 2024, viz: 21,96,239 Equity Shares of face value INR 1 per Share. The Committee reserves the right to increase or reduce such number of Shares as it deems fit, subject to Applicable Laws	The maximum number of options and shares (2,196,239 options / 21,96,239 shares representing 2.25% of paid-up capital as on 01 April 2024) remains unchanged. However, the individual employee limit has been amended and now the threshold is “ 1% of the issued capital (excluding warrants and conversions) of the Company at the time of grant of Options (as against the earlier reference to 1% of paid-up capital . The trigger is thus tested at the time of grant of options.
(d)	Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2024	For the purposes of ESOP 2024, an “Employee” or the “Employees” as the case may be, means: i. a permanent employee of the Company working in India or outside India; or ii. a Director of the Company, whether a whole time Director or not (but excluding an independent Director); or iii. an employee as defined in sub-Clause (i) and (ii) above of a Subsidiary, in India or outside India or of a Holding Company of the Company, Following class/classes of employees are not eligible: i. an employee who is a Promoter or belongs to the Promoter Group; and ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company. “Eligible employees” shall mean such Employees as are shortlisted by the Committee for Grant of Options under this ESOP 2024 and shall to the extent, permitted by Applicable Laws any other categories of personnel identified by the Committee, from time to time.	No change in the definition of employee.

(e)	Vesting of options	1. The Vesting Period shall commence from the Grant Date and shall be minimum of 1 (one) year from the Grant Date upto such period at the discretion of and in the manner prescribed by the Committee. Further, in case of death or Permanent Incapacity of an Option Grantee, the minimum Vesting Period of 1 (one) year from the Date of Grant shall not apply. 2. Further, the vesting of options shall be linked with the minimum rating of the employee, achievement of individual performance milestones of the employee as well as milestones of overall performance of the Company. There shall be no vesting in the year in which the rating of the Eligible Employee is below minimum rating requirement. Accordingly, the options eligible for Vesting in that year shall not vest and shall lapse.	1. Amendment in the definition of 'Permanent Disability': Originally, Permanent Disability was defined under Section 2(15A) and 2(15B) of the Employees' State Insurance Act, 1948. In the revised policy, it is defined under Section 2(55) and 2(56) respectively of the Code on Social Security, 2020, as amended from time to time. 2. Amendment in Vesting Period: Where Options are granted under ESOP 2024 in lieu of Options held by an employee under an employee stock option scheme of another company which has merged, demerged, arranged or amalgamated with the Company, the period during which the Options granted by the transferor company were held by such employee shall be adjusted against the minimum vesting period. This provision did not exist in the original policy.
		b. Further, the vesting of options shall be linked with the minimum rating of the employee, achievement of individual performance milestones of the employee as well as milestones of overall performance of the Company. There shall be no vesting in the year in which the rating of the Eligible Employee is below minimum rating requirement. Accordingly, the options eligible for Vesting in that year shall not vest and shall lapse	
(f)	Exercise period	The Vested Options shall be exercisable by the Eligible Employee or his / her beneficiary on payment of Exercise Price, according to the terms, conditions and timeline as determined and set forth under the ESOP 2024 and Grant Letter.	No change in the exercise period.
(g)	Exercise Price	Unless otherwise determined by the Committee, the Exercise Price shall be the face value of equity share. The number of options Granted to Eligible Employee and Exercise Price payable may be different for different Eligible Employees from time to time and shall be as determined at the time of every Grant of Options by the Committee. However, in any case, the Exercise Price shall not go below the face value of the Company in compliance with Applicable Laws.	No substantive change. Minor drafting refinement: the reference to 'face value of equity share' has been standardised to 'face value of Share', consistent with the defined term 'Share' used throughout the revised policy (being an equity share of the Company of face value Rs. 1). The floor price restriction (Exercise Price shall not go below face value) remains unchanged.

(h)	Period of lock-in	The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise	Partially amended. While shares issued upon exercise of Options remain freely transferable after exercise and are not subject to any lock-in period, a qualification has been added in the revised policy (Clause 12.2): In the original policy, post-allotment transfer in the Listed scenario was described simply as freely transferable over the Stock Exchange subject to any blackout periods communicated by the Company. In the revised policy, this has been specifically linked to compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct (newly defined as the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives). The reference to the Code of Conduct is a new addition and reflects the post-listing regulatory framework applicable to a listed company.
(i)	The process for determining the eligibility of employees for the ESOP 2024	As decided by the Committee	No change. Eligibility continues to be determined by the Committee.
(j)	Maximum quantum of benefits to be provided per employee under ESOP 2024	The maximum quantum of benefits in respect of the Options issued to an Eligible Employee shall be equal to the difference between the Exercise price of the Option and the total average of opening and closing Market price of the total shares issued on the relevant exercise date.	No change in the quantum except mentioned in point c above.
(k)	Whether ESOP 2024 is to be implemented and administered directly by the Company or through a trust?	ESOP 2024 will be implemented directly by the Company	No change. ESOP 2024 will continue to be implemented directly by the Company.
(l)	Whether ESOP 2024 involves issue of new shares by the Company or allocation of existing shares of the Company?	ESOP 2024 envisages issue of new shares of the company to the eligible employee in accordance with the Companies Act, 2013 and other applicable rules and regulations.	No change. ESOP 2024 continues to envisage issue of new shares to eligible employees.
(m)	The amount of loan to be	Not applicable, as ESOP 2024 will be implemented directly by the Company	No change.

	provided for implementation of ESOP 2024 by the Company to the trust, its tenure, utilization, repayment terms, etc.		
(n)	Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of ESOP 2024	No secondary market acquisition is envisaged for ESOP 2024	No change. No secondary market acquisition is envisaged.
(o)	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	The Company shall conform to the accounting policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	No change. The Company shall continue to conform to the accounting policies specified in Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021.
(p)	The method which the Company shall use to value its shares	The Company will use Black Scholes formula for valuing the Options.	No change. The Company will continue to use the Black Scholes formula for valuing Options.
(q)	the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	As per ESOP 2024	No change

(r)	maximum quantum of benefits to be provided per employee under ESOP 2024	Maximum quantum of benefits to be provided to an individual Eligible Employee under ESOP 2024 shall not exceed 1% of the paid-up capital of the Company as on 01 April 2024 (i.e. 9,76,106 Equity Shares, being 1% of 9,76,10,660 Equity Shares of face value INR 1 per Share), except by approval of the shareholders by way of a separate resolution in the general meeting of the Company.	The per-employee threshold for requiring separate shareholder approval has been revised: Original policy: Shareholder approval required if Options granted to an individual in aggregate under ESOP 2024 result in Shares equal to or exceeding 1% of the paid-up capital of the Company as on 01 April 2024 (i.e. 9,76,106 Equity Shares, being 1% of 9,76,10,660 Equity Shares of face value INR 1 per Share). Revised policy: Shareholder approval required if Options to be granted to an individual Eligible Employee in aggregate, during one year, result in Shares equal to or exceeding 1% of the issued capital (excluding warrants and conversions) of the Company at the time of grant of the Options. The key changes are: (a) the threshold is now tested on an annual basis ('during one year') rather than cumulatively; and (b) the base is the issued capital (excluding warrants and conversions) at the time of grant, rather than a fixed paid-up capital figure as on 01 April 2024.
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The above proposal is in the interest of the Company, and the Board recommends passing of the resolution as set out in Item No. 3 of the accompanying Notice, as a **Special Resolution**.

ITEM NO. 4: TO APPROVE THE PAYMENT OF FIXED REMUNERATION TO MR. UPENDRA PRASAD SINGH (DIN: 00354985), INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company (the "Board") recognizes the prodigious responsibilities on Mr. Upendra Prasad Singh (DIN: 00354985), Independent Director of the Company, and the widened duties, liabilities and enhanced role that Independent Directors are required to discharge under the prevailing statutory and regulatory framework. The valuable contributions made by Mr. Upendra Prasad Singh towards the overall engagement with the Company on various policies, strategic and governance related issues are duly acknowledged.

Pursuant to the provisions of Sections 149(9), 196, 197, 198 of the Companies Act, 2013, read with applicable Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V, Part II, Section II, Part A and B of the Act, and Ministry of Corporate Affairs Notification No. S.O. 1256(E) dated March 18, 2021, and other applicable provisions, if any, and subject to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors in their meeting held on April 30, 2026, the consent of the Members of the Company is sought for payment of fixed remuneration to Mr.

Upendra Prasad Singh, Independent Director of the Company, such sum as prescribed in Schedule V, Part II, Section II on the basis of effective capital, for a period not exceeding three years commencing from April 01, 2026 till March 31, 2029.

The fixed remuneration proposed to be paid to Mr. Upendra Prasad Singh, apart from the sitting fees is Rs. INR 15,00,000 (Rupees Fifteen Lakhs Only) per annum.

None of the Directors, Key Managerial Personnel of the Company, or any relatives of such Directors or Key Managerial Personnel, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding in the Company. Mr. Upendra Prasad Singh, being the beneficiary of the proposed remuneration, is interested in this resolution.

INFORMATION ABOUT THE APPOINTEE:

Sr. No	Particulars	Mr. Upendra Prasad Singh
1	Background details	Upendra Prasad Singh is the Independent Director on the Board of our Company. He holds a Bachelor of technology degree in mechanical engineering from Indian Institute of Technology, Kanpur. He is a retired Indian Administrative Services officer. He has over 37 years of experience in the field of administration. He was previously associated with Ministry of Textiles, Government of India as the secretary, Ministry of Jalshakti, Government of India as the secretary, Ministry of Petroleum and Natural Gas, Government of India as the additional secretary, Ministry of Steel, Government of India as the joint secretary, Department of Agriculture and Farmers' Empowerment, Government of Odisha as the principal secretary, Commerce and Transport Department, Government of Odisha as the transport commissioner, Department of Finance and Company Affairs, Ministry of Finance, Government of India as a director and has been the district collector and district magistrate of Balangir district, Odisha.
2	Past remuneration	Nil
3	Recognition or awards	Nil
4	Job profile and his suitability	He is an Independent Directors and his guidance through Board procedure is instrumental to effective operation and growth of the Company.
5	Remuneration proposed	INR 15 Lakhs per Annum to be paid over and above Sitting Fee
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Directors, remuneration paid to them are commensurate with remuneration of similar senior levels in similar sized domestic companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	No pecuniary relationship



The above proposal is in the interest of the Company, and the Board recommends passing of the resolution set out at Item No. 4 of the accompanying Notice for approval of the Members, as a **Special Resolution**.

**BY ORDER OF THE BOARD
FOR PARAS HEALTHCARE LIMITED**

Rahul
Kumar

Digitally signed
by Rahul Kumar
Date: 2026.05.11
20:00:37 +05'30'

**RAHUL KUMAR
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. A20928**

**ADDRESS : 1ST FLOOR, TOWER-B, PARAS TWIN TOWERS,
GOLF COURSE ROAD, SECTOR-54,
GURUGRAM, HARYANA-122002**

**DATE : MAY 11, 2026
PLACE : GURUGRAM**

Draft ESOP Policy will be attached