

Date: 15/09/2021

To,
The Manager
Listing Department
BSE Limited
P.J Towers, Dalal Street Fort
Mumbai 400001

BSE Scrip Code: 542678

BSE Scrip ID: CHCL

SUB: INTIMATION OF MEETING OF BOARD OF DIRECTOR OF COMPANY FOR FUND RAISING BY WAY OF PRIVATE PLACEMENT, PURSUANT TO REGULATION 29 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir/Madam,

Pursuant to the Regulation 29 of SEBI (Listing Obligation and disclosure requirements) Regulations, 2015 including related amendments thereto an intimation is hereby given that the meeting of the Board of Directors of Cian Healthcare Limited will be held on Saturday, the September 18, 2021 at 11:00 A.M at the Corporate office of the Company at 1st and 2nd floor, Premdeep Building, above Latur Urban Bank Ltd. Lullanagar chowk, camp Kondhwa Road, Pune 411040, MH IN inter alia, to consider the agendas provide under notice of Board Meeting and Agenda attached as Annexure I

You are requested to take the abovementioned information on record.

Thanking You!
Yours Faithfully
FOR CIAN HEALTHCARE LIMITED

SURAJ SHRINIWAS ZANWAR
MANAGING DIRECTOR | DIN: 01304850



Annexure-I

Intimation under Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOTICE OF BOARD MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 05/BM/2021-22 MEETING OF THE BOARD OF DIRECTORS OF CIAN HEALTHCARE LIMITED WILL BE HELD ON SATURDAY, 18th DAY OF SEPTEMBER, 2021 AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 1st AND 2nd FLOOR, PREMDEEP BUILDING, ABOVE LATUR URBAN BANK LTD. LULLANAGAR CHOWK, CAMP KONDHWA ROAD, PUNE 411040, MAHARASHTRA INDIA AT 11:00 AM TO TRANSACT THE BUSINESS AS SPECIFIED IN THE ENCLOSED AGENDA.

ITEM NO.	PARTICULARS
1.	The chairperson of the Board to take the chair.
2.	To grant leave of absence, if any, ascertain Quorum, and take roll call, if required
3.	To read and confirm the unsigned minutes of the previous Board meeting held on 04 th September, 2021.
4.	To take note of the unsigned minutes of previous Audit Committee meeting held on 04 th September, 2021.
5.	To take note of the unsigned minutes of previous Nomination and Remuneration Committee meeting held on 04 th September, 2021.
6.	To consider and approve Proposal of Alteration of Capital Clause of Memorandum of Association of Company.
7.	To consider and approve Proposal of Increase in Authorized Share Capital of Company.

8.	To consider and approve issue of securities through private placement, approve private placement offer letter and to identify the group of persons to whom private placement shall be made.
9.	To consider and approve the Notice of 01 st Extra-Ordinary General Meeting for the Financial Year 2021-2022.
10.	To consider and approve Appointment of a scrutinizer at 01 st Extra-Ordinary General Meeting for the Financial Year 2021-2022.
11.	To fix cut-off date to record entitlement of shareholders to cast their vote electronically or otherwise at EGM.
12.	To Consider any other business with the permission of chair.
13.	Vote of thanks.

You are requested to make it convenient to attend the meeting and in case any further information is needed or leave of absence is sought the Director(s) shall intimate and send request to the Company, addressing to the person signing this notice.

Please note that option is available to the Directors of the company to participate in the meeting through video conferencing mode. In the event you wish to attend the meeting through video conference, you may confirm the same by sending an e-mail to cs@cian.com.

For and on behalf of CIAN HEALTHCARE LIMITED

SURAJ SHRINIWAS ZANWAR
(MANAGING DIRECTOR)
DIN: 01304850

Date:15/09/2021

Place: Pune



Encl: agenda for Board Meeting dated 18th September 2021

NOTES TO AGENDA ITEMS FOR THE 05/BM/2021-22 MEETING OF THE BOARD OF DIRECTORS OF CIAN HEALTHCARE LIMITED SHALL BE HELD ON SATURDAY, THE 15th DAY OF SEPTEMBER, 2021 AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 1ST AND 2ND FLOOR, PREMDEEP BUILDING, ABOVE LATUR URBAN BANK LTD. LULLANAGAR CHOWK, CAMP KONDHWA ROAD, PUNE 411040, MAHARASHTRA INDIA AT 11:00 AM TO TRANSACT THE FOLLOWING BUSINESS:

Item No.	NOTES ON AGENDA ITEM
1.	<p>To elect the Chairperson for the Meeting</p> <p>Notes: According to the provision of the Companies Act, 2013 the Board of Directors has power to elect the Chairperson for the meeting and following resolution is to be pass in this regard.</p> <p>“RESOLVED THAT, one of the Directors of the Company be and is hereby requested to take the chair for the meeting.”</p> <p>The Meeting to be kindly chaired by the Chairperson there after.</p>

<p>2.</p>	<p>To grant leave of absence, if any, ascertain Quorum, and take roll call, if required</p> <p>To grant leave of absence</p> <p>Notes: Requests, if any, received from any of the Directors of the company for granting leave of absence, then the same be approved by the Chairperson.</p> <p>To ascertain the quorum of meeting</p> <p>Notes: Valid Meeting requires minimum two or one third (1/3) of the total number of directors present in a meeting whichever is higher. The Chairperson shall confirm that the required quorum is present and then commence the meeting.</p> <p>To take roll call, if required</p> <p>Notes: If any director intents to participate in the meeting through Audio/ Video conferencing then the Chairperson shall take a roll call at the commencement of the meeting. Director participating through video conferencing shall state, for the record, the following namely:</p> <ol style="list-style-type: none"> Name; The location from where he is participating That he has received the agenda and all the relevant material for the meeting; and That no one other than the concerned director is attending or having access to the proceedings of the meeting at the location mentioned in clause (b)
<p>3.</p>	<p>To read and confirm the unsigned minutes of the previous Board meeting held on 04th September, 2021.</p> <p>Notes: The Unsigned Minutes of the previous Meeting of the Board of Directors held on 04th September, 2021, the copy of which will be placed before the meeting.</p> <p>The Directors are requested to Note the same.</p>



<p>4.</p>	<p>To read and confirm the minutes of the previous Audit Committee Meeting held on 04th September, 2021.</p> <p>.</p> <p>Notes: The Unsigned Minutes of the previous Meeting of the Audit Committee held on 04th September, 2021. the copy of which will be place before the meeting.</p> <p>The Directors are requested to Note the same.</p>
<p>5.</p>	<p>To read and confirm the minutes of the Nomination and Remuneration Committee Meeting held on 04th September, 2021.</p> <p>Notes: The Unsigned Minutes of the previous Meeting of the Nomination and Remuneration Committee held on 04th September, 2021, the copy of which will be place before the meeting.</p> <p>The Directors are requested to Note the same.</p>



6. To consider and approve the Proposal to Increase in Authorized Share Capital of Company.

Note: The Chairperson to inform the Board that to accommodate the issue of fresh capital, the Company is required to increase the Authorized capital. The Board members may discuss and approve the following resolution.

Draft Resolution

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and Subject to approval of Members of Company in General Meeting the Authorized Share Capital of the Company be and is hereby increased from Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- each to Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each by creation of additional 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby severally authorized to complete requisite formalities, sign and file Forms with the required authorities and to do all such other acts as may be necessary from time to time to make the resolution effective.”



7.	<p>To consider and approve Proposal of Alteration of Capital Clause of Memorandum of Association of Company.</p> <p>Note: Chairperson to inform the Board that due to increase in Authorized capital of Company the Clause V of Memorandum of Association of Company is required to alter. The Board members may discuss and approve the following resolution.</p> <p>Draft Resolution</p> <p>“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.</p> <p>V. “The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each”.</p>
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8. **To consider and approve issue of securities through private placement, approve Private Placement Offer Letter and to identify the group of persons to whom private placement shall be made.**

Note: The Chairperson to inform the Board that It is proposed, to raise fresh capital by Private Placement of Equity shares to the identified persons. The Board members to discuss and if thought fit, and pass the following resolution.

Draft Resolution:

“RESOLVED THAT pursuant to the provision of Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions (including any statutory modifications of re-enactments thereof) as may be applicable for the time being in force, and subject to the approval of Shareholder in General Meeting, consent of board of directors of the Company be and are hereby accorded for offering, issuing and allotting 26,39,236 (Twenty Six lakhs Thirty Nine Thousand two hundred thirty Six) equity shares and that the draft letter of offer in Form PAS-4 for issue of such securities and record of Private Placement in Form PAS-5, as placed before the board be and is hereby approved;

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of Company be and is hereby authorized to sign and circulate the letter of offer in Form PAS-4 along with the application Form to the said offerees, whose names are mentioned in Form PAS-5 i.e. Record of Private Placement Offer;

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of Company be and is hereby authorized to file the said Form PAS-4 and Form PAS-5 in e-Form MGT-14 and such other forms and returns as may be required, with the Registrar of Companies and to do all necessary acts, deeds, matters and things and to make the necessary entries in the applicable Registers.”

<p>9.</p>	<p>To consider and approve the Notice of 01st Extra-Ordinary General Meeting for the Financial Year 2021-2022.</p> <p>Note: The chairperson to inform the Board about the day, date, time and venue of the 01st Extra-Ordinary general meeting for Financial Year 2021-2022 and for approving the Notice of the Meeting:</p> <p>The Board discussed the same and following resolution is placed to be pass.</p> <p>“RESOLVED THAT Notice of Extra Ordinary General Meeting of members to be held on Tuesday 12th day of October, 2021 at 11.00 am at MILKAT NO. 3339, BLOCK NO.1, FROM SOUTH SIDE, C.S.NO. 227/2+3A, HARPALE PARK, OPP. BERGER PAINT, PHURSUNGI PUNE 412308 MH IN consider the business mentioned in notice be and is hereby approved.”</p> <p>“RESOLVED FURTHER THAT, any one of the Directors of the Company or Company Secretary be and is hereby authorised to send Notice of the meeting, approved by the Board to all the shareholders of the Company and to do all things, acts and deeds as may be necessary in connection with the above.”.</p>
<p>10.</p>	<p>To consider and approve Appointment of a, Practicing Company Secretary as a scrutinizer at 01st Extra Ordinary General Meeting of the Company for Financial Year 2021-2022.</p> <p>The Chairperson to inform the Board of Directors that in accordance with the provisions of Rule 20 of the Companies (Management & Administration) Rules, 2014 as the Company is providing remote e-Voting facility to their shareholders in Extra Ordinary General Meeting the Company require to appoint any Practicing Company Secretary Scrutinizer who will scrutinize the votes casted in remote e-Voting and Voting through Ballot Paper, details of scrutiniser will be provided at the meeting. The matter to be discuss in detail and after such detail discussion and if thought fit, appointed the scrutiniser.</p>



11.	<p>To Fix Cut-off date to record entitlement of shareholders to cast their vote electronically or otherwise at 01st EOGM.</p> <p>Pursuant to provisions of Section 108 of Companies Act, 2013 and rules 20(3)(vii) of the Companies (Management & Administration) Rules, 2014 made thereunder along with applicable regulation of SEBI (LODR) Regulations, 2015 the Board to consider the above matter for fixing the cut-off date of 06th October, 2021 to record the entitlement of the Shareholders to cast their vote electronically at the 01st Extra Ordinary General Meeting for financial year 2021-2022.</p>
12.	<p>Any other item with the permission of chair.</p> <p>Notes: For any new item, the permission of the Chairperson and consent of the majority of directors present at the Meeting is required. If consented by them, discussion, noting or approval by passing board resolution, as the case may be, shall be required.</p>

