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Pin - 247 661. Uttarakhand, Tel.: 1332 235352

CIN : U24233PN2003PLC017563

Date: 24.09.2019

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

BSE Scrip Code: 542678

BSE Scrip ID: CHCL

**SUB: SUBMISSION OF MINUTES OF 1ST EXTRA ORDINARY GENERAL MEETING
OF THE FINANCIAL YEAR 2019-2020 HELD ON WEDNESDAY, 04TH SEPTEMBER,
2019.**

Dear Sir,

With reference to Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015 we hereby submit the Minutes of 1st Extra Ordinary General Meeting of the Financial Year, 2019-2020 held on Wednesday, 04th September, 2019.

Kindly take the above in your records.

Thanking You!

Yours Faithfully
FOR CIAN HEALTHCARE LIMITED


(SURAJ SHRINIWAS ZANWAR)
MANAGING DIRECTOR
DIN: 01304850



HELD AT _____ ON _____ TIME _____

MINUTES OF THE 1ST EXTRA ORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2019-2020 OF THE SHAREHOLDER OF CIAN HEALTHCARE LIMITED HELD ON WEDNESDAY THE 04TH OF SEPTEMBER, 2019 AT HOTEL OYO TOWNHOUSE 048 HADAPSAR 77, PLOT NO. 77, SOLAPUR - PUNE HWY, LAXMI COLONY, HADAPSAR, PUNE, MAHARASHTRA 411028 AT 09:00A.M.

MEMBERS/ DIRECTOR PRESENT:

- | | |
|---------------------------------|--------------------------|
| 1. Suraj Shriniwas Zanwar - | Managing Director/Member |
| 2. Kavita Zanwar- | Member |
| 3. Shakuntala Zanwar- | Member |
| 4. Pankaj Zanwar- | Member |
| 5. Girish Dargad- | Member |
| 6. Ramkumar Bansilal Dargad- | Member |
| 7. Sangeeta Motwani- | Member |
| 8. Padmanabhan Balasubramaniam- | Independent Director |

OFFICER FOR ASSISTANCE:

Mr. Chandra Prakash Singh- Chief Financial Officer

SPECIAL INVITEE:

CS Yogendra Sharma- Scrutinizer

LEAVE OF ABSENCE:

Leave of Absence was granted to Smita Gujral Khanna , Riyaz Bashir Khan And Santosh Pimparkar Shivaji, the Director(s) from attending the meeting on their request due to their pre-occupation.

NUMBER OF MEMBERS AS ON THE CUTT OFF AND REQUIREMENT OF QUORUM FOR THE AGM:

As per records made available by M/s Bigshare Services Private Limited the Share Transfer Agent on the cut off date i.e. 28th August, 2019 there were 315 members of the company who were entitled to attend and vote at the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020. And 5 Members were required to constitute the valid quorum for the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020.

QUORUM:

It was considered that as on cutoff date i.e. 28th August, 2019 the Company was having 315 Members therefore, a minimum quorum of 5 Members was required to be present in person at the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 and total 7 (**Seven**) Members were present in person and no proxy participated at the Extra Ordinary General Meeting as per the Attendance Records maintained at the Company. Since the adequate quorum was present, the Chairman Mr. Suraj Shriniwas Zanwar confirmed that the meeting is in order and that the proceedings of the meeting should be commenced.

CHAIRMAN:

Mr. Suraj Shriniwas Zanwar, the Managing Director and Member of the company elected as a chairman & occupied the chair for the Meeting.

HELD AT _____ ON _____ TIME _____

NOTICE OF THE 1ST EXTRA ORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2019-2020:

Chairman informed to the members that the Notice convening the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 along with the Notes have already been dispatched to the members by electronic mode through NSDL as per the records made available by the NSDL and to other members physically through Courier Agent of the Company. With permission of the Members present at the Meeting the Notice of the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 was taken as read.

PROCEDURE AT THE 1ST EXTRA ORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2019-2020:

The Chairman informed that as per the requirement of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard the Remote E- Voting commenced from Saturday the 31st day of August, 2019 {09:00 am} and ended on Tuesday the 03rd day of September, 2019 {05:00 PM} and voting at this Extra Ordinary General Meeting shall conducted by way of poll therefore the members personally present at the meeting who have not casted their votes through remote e-voting were requested to cast their votes through poll paper and mark their assent or dissent on the poll paper (MGT-12) provided to them.

He also informed that the members had the right to ask question(s) on any agenda items of the company at any time, before exercising their voting right at the meeting.

The Chairman further informed that the company has appointed CS Yogendra Sharma, Practicing Company Secretary (ACS 47914, CP 17971) as scrutinizer to scrutinize the remote e- voting as well as voting through poll in a fair and transparent manner.

Thereafter, Chairman read the agenda item of the Notice of the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 and thereafter arranged the Poll Box, which was sealed by the Scrutinizer in presence of all Members, after showing that it is empty.

The members were then provided the opportunity to cast their vote by poll and drop their poll paper in the Form MGT-12 in Ballot Box and also requested to ensure if any member have already casted their vote by e-voting process, they would not be entitle to cast their votes by poll and if in any case it is casted the vote given by e-voting shall be considered as final. Further, the Chairman requested the members to fill up the entire column in proper manner like name, address, Client ID number of shares held and then mark right tick on the assent or dissent in the space provided for the same in Form MGT-12.

The chairman made announcement that, if any member who has not casted their votes, please come forward promptly and complete the voting at the earliest, thereafter the Poll Box would be sealed by the Scrutinizer.

The Scrutinizer ascertained that no member was left for polling. And then he locked the Poll Box in presence of two witnesses and collected the Poll Box for Scrutiny of the Poll Papers.

The Chairman asked the Scrutinizer about the time to be taken by him to submit the report. The Scrutinizer replied to submit the report from the conclusion of the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020.

The Chairman also informed that the results of the meeting would be announced within stipulated time and the same shall be posted on the website of the Company, BSE, and NSDL.

CONCLUSION OF THE MEETING:

HELD AT _____ ON _____ TIME _____

CONCLUSION OF THE MEETING:

There being no other business the Meeting declared as concluded by the Chairman Mr. Suraj Shrinivas Zanwar, with a vote of thanks to the chair at 09:20A.M on 04th September, 2019.

SCRUTINIZER REPORT:

After receiving the Scrutinizer Report in the Form MGT-13 and consolidated and Report on E-Voting and poll at the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 for e-Voting and poll, the chairman declared that the following results, on the basis of report submitted by the Scrutinizer on 04th September, 2019 for the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 and also declared that the date of the Polling at EOGM i.e. 04th September, 2019 as under for all purposes.

DECLARATION OF RESULTS FOR THE BUSINESS PROPOSED AT THE 1ST EXTRA ORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2019-2020:

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 held on Wednesday, 04th September, 2019 at 09:00A.M.

I: ORDINARY BUSINESS:**APPOINTMENT OF M/s. AGARWAL MAHESH K. & CO., CHARTERED ACCOUNTANTS, PUNE (FRN-008007C) AS STATUTORY AUDITOR TO FILL IN THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/s AGARWAL DHAND MOTWANI & CO., CHARTERED ACCOUNTANTS (FRN: 002824C):**

"RESOLVED THAT AS ORDINARY RESOLUTION pursuant to the provisions of Section 139 (8) (i), 140, 141 and 142 and other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions as contained, in the Memorandum of Association and Articles of Association of the company, M/s. Agarwal Mahesh K. & Co., Chartered Accountants, Pune (FRN-008007C), be and are hereby appointed as the Statutory Auditor of the company for the Financial Year 2018-19, to hold the office of the Auditor until the conclusion of the ensuing Annual General Meeting on such remuneration as may be mutually agreed between the partners of M/s. Agarwal Mahesh K. & Co., Chartered Accountants, and the Board of Directors of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to do all such acts, deeds & other incidental matters in relation with above resolutions, including issuance of Appointment Letter & Filing of necessary e-forms with the MCA."

The Results of the Voting were as under:

Resolution required:						Ordinary		
Whether promoter/promoter group are interested in the agenda						No		
Categ ory	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting	16561050	16560000	99.9937	16560000	0	100	0
						CHAIRMAN'S INITIALS		

and Promoter Group	Poll		1050	0.0063	1050	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	16561050	16561050	100	16561050	0	100	0
Public- Institutions	E- Voting	3036525	2992000	98.5337	2992000	0	100	0
	Poll		44525	1.4663	44525	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3036525	3036525	100	3036525	0	100
Public- Non Institutions	E- Voting	0		0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19597575	19597575	100	19597575	0	100

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 has been PASSED.

II. SPECIAL BUSINESS

APPROVAL FOR REVISION IN THE TERMS OF PAYMENT OF REMUNERATION OF MR. SURAJ SHRINIWAS ZANWAR (DIN: 01304850), MANAGING DIRECTOR OF THE COMPANY.

"RESOLVED THAT in supersession of the earlier resolution passed, in pursuant to the provisions of section 196, 197 and 198 of Companies Act 2013 and provisions contained in the Memorandum and Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation of Mr. Suraj Shrinivas Zanwar, Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for revision in terms of payment of remuneration of Mr. Suraj Shrinivas Zanwar (DIN: 01304850), Managing Director of the Company from existing INR 7,00,000/- (Rupees Seven Lakh only) per month to INR 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month with effect from 01st August, 2019 till the remaining period of his tenure.

"RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of the Companies from time to time."

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or

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doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

The Results of the Voting were as under:

Resolution required: Whether promoter/promoter group are interested in the agenda						Special		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16561050	16560000	99.9937	16560000	0	100	0
	Poll		1050	0.0063	1050	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16561050	16561050	100	16561050	0	100
Public-Institutions	E-Voting	3036525	2992000	98.5337	2992000	0	100	0
	Poll		44525	1.4663	44525	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3036525	3036525	100	3036525	0	100
Public-Non Institutions	E-Voting	0		0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19597575	19597575	100	19597575	0	100

Based on the Aforesaid results, given by the Scrutinizer, the Special Resolution as contained in Item No. 2 of the Notice of the 1st Extra Ordinary General Meeting of the Financial Year 2019-2020 has been PASSED.

VOTE OF THANKS:

There being no other business to transact, and then concluded at 09:20A.M with a vote of thanks to Chair.

Date: 24.09.2019
Place: Pune

(SURAJ SHRINIWAS ZANWAR)
CHAIRMAN

DIN: 01304850
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