



Date: February 15, 2020

The Secretary, Listing Department

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

Scrip Code: 542248

Symbol: DECCAN

**Sub: Dispatch of Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Madam,

The Board of Directors at their meeting concluded on Monday, February 10, 2020 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company on Resolutions as set out in the said Postal Ballot Notice.

With reference to captioned subject, please find enclosed herewith Postal Ballot Notice together with the Explanatory Statement and Postal Ballot Form sent to the members of the Company whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 7, 2020.

The voting period shall commence on Sunday, February 16, 2020 at 9.00 a.m. and shall end on Monday, March 16, 2020 at 5.00 p.m.

Kindly take the same on record and oblige.

Thanking you.

Yours faithfully  
For Deccan Health Care Limited

Sheena Jain  
Company Secretary & Compliance Officer

**Registered Office:**

CIN: L72200TG1996PLC024351. Estd: 1996  
Address : 247, 2nd Floor, Dwarakapuri Colony  
Punjagutta, Hyderabad – 500 082,  
Telangana, India.

**Innovation Hub & Manufacturing:**

Address: Plot No.13, Sector-03, (SIDCUL), IIE,  
Panthnagar, Udam Singh Nagar – 263 153,  
U.K., India.

E-mail: [info@deccanhealthcare.co.in](mailto:info@deccanhealthcare.co.in); Website: [www.deccanhealthcare.co.in](http://www.deccanhealthcare.co.in); [www.beyoungstore.com](http://www.beyoungstore.com); ☎ 040-40144508

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### **Postal Ballot Notice**

**(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).**

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), read with the Companies (Management and Administration) Rules, 2014 (**'the Rules'**) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, for the approval of the members of Deccan Health Care Limited (**'the Company'**) for the matters as proposed and mentioned in the Resolutions and Statement by way of Postal Ballot.

This notice is being sent to all members / beneficiaries whose names appear on the Register of Members / Record of Depositories as on **Friday, February 7, 2020 ('Cut-off-date')**.

***The voting period commences on Sunday, February 16, 2020 at 9.00 a.m. and ends on Monday, March 16, 2020 at 5.00 p.m.***

The Board of Directors of the Company (**'the Board'**) at its meeting completed on Monday, February 10, 2020 had appointed Ms. Monika Bhatia (CP No. 13348) as the Scrutinizer (**'Scrutinizer'**) for conducting the Postal Ballot in a fair and transparent manner.

The proposed resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members along with the postal ballot form (**'the Form' or 'the Postal Ballot Form'**). The members are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions printed in the Postal Ballot Notice and Form and return the duly completed form in all respects in the attached self-addressed business reply envelope so as to reach the Scrutinizer not later than **Monday, March 16, 2020 at 5.00 P.M. (IST)**. Please note that any Postal Ballot Form received after the said date and time shall be treated as if reply / Postal Ballot Form from the member has not been received.

With reference to the Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the SME listed Companies are exempted from E-Voting provisions. Your Company is covered under Chapter IX as it is a SME Company and listed on SME platform of Bombay Stock Exchange Limited. Therefore, the Company is not providing E-Voting facility to its shareholders.

The Scrutinizer will submit his report to the Chairman or in his absence any person, duly authorised by him after completion of the scrutiny of Postal Ballots. **The Chairman shall countersign the report and declare the Results of Postal Ballot not later than 5.00 P.M. (IST) on Wednesday, March 18, 2020** at the Registered

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Office of the Company. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the Bombay Stock Exchange (BSE) where the Company's securities are listed, and displayed on the website of the Company i.e. <http://www.deccanhealthcare.co.in/>

The explanatory statement, as required under Section 102 of the Companies Act 2013, pertaining to the proposed resolutions setting out the material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms.

#### **SPECIAL BUSINESS:**

#### **1. ISSUANCE OF CONVERTIBLE WARRANTS TO BENNETT, COLEMAN AND COMPANY LIMITED ON PREFERENTIAL BASIS**

To consider and, if thought fit, to give assent or dissent to the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), read with Companies (Share Capital and Debenture) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations 2018, (**‘SEBI (ICDR) Regulations’**), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 (**‘SEBI (SAST) Regulations’**) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) as may be applicable to the preferential issue of warrants and other applicable regulations/guidelines of SEBI, if any, and subject to such consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members be and is hereby accorded to create, offer, issue and allot in aggregate and up to 26,00,000 (Twenty Six Lakhs) warrants to Bennett, Coleman and Company Limited on preferential basis at a price of not less than Rs. 75 /- (Rupees Seventy Five) each or such higher price as may be determined in terms of Regulation 164 of SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the price of the warrants to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the *Relevant Date*. The *Relevant Date* for the purpose of calculating the price of

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Equity Shares to be issued in terms SEBI (ICDR) Regulations shall be Saturday, February 15, 2020 being the date 30 days prior to the date of passing of Special Resolution i.e. Monday, March 16, 2020.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

1. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of Rs. 10 (Rupees Ten only) each to the Warrant holders.
2. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
3. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company,
4. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
5. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
6. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
7. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to accept any modification(s) or to modify the terms of creation, offer, issue and allotment of warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations and Stock Exchange, without being required to seek any further consent or approval of the members of the Company.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors and/or the Company Secretary of the Company.”

**2. TRANSFER OF BUSINESS UNDERTAKING OF THE COMPANY (“BE YOUNG” E-COMMERCE STORE) ON A SLUMP SALE BASIS TO ITS WHOLLY OWNED SUBSIDIARY COMPANY (IN THE PROCESS OF INCORPORATION).**

To consider and, if thought fit, to give assent or dissent to the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with relevant rules and other applicable provisions of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and any other applicable law for the time being in force and subject to such other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell / transfer the business undertaking of the Company i.e. “Be Young” E-Commerce Store (“**Be Young Store**”), along with all related assets and liabilities including but not limited to employees, contracts, licenses, permits, consents, approvals, whatsoever, as a going concern on a 'slump sale basis' to its Wholly Owned Subsidiary Company (under incorporation), for a lump sum consideration not less than its book value (determined by an independent Chartered Accountant) and the consideration to be fully discharged by way of issue of shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and/or Company Secretary of the Company be and is hereby authorised to finalize, settle and execute such documents /deeds /writings /papers /agreements as may be required and to give necessary consents and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

**By Order of the Board of Directors**  
For **DECCAN HEALTH CARE LIMITED**

**Sheena Jain**  
Company Secretary

**Date:** February 10, 2020

**Place:** Hyderabad

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**NOTES:**

1. The Explanatory Statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the special business is annexed with this Notice.
2. Documents referred to in the accompanying notice and explanatory statement thereto, will be open for inspection by members at the Registered Office of the Company during office hours between 10.00 AM to 5.00 PM (IST), on all working days up to Monday, March 16, 2020.
3. Based on the consent received from Ms. Monika Bhatia, Proprietor of M/s M. R. Bhatia & Co, Practicing Company Secretary (Membership Number- 10397) the Board has appointed her as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
4. Notice is being sent to all Members / Beneficiaries, whose names appear on the Register of Members /Record of Depositories as on Cut-off Date i.e. Friday, February 7, 2020 and a person whose name is not appearing on the Register of Members / Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date. The Postal Ballot Notice is being sent by e-mail to the members who have registered their e-mail addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). For members of the Company whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Postal Ballot Form are being sent by permitted mode along with self-addressed business reply envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. <http://www.deccanhealthcare.co.in/>.
5. In accordance with Rule 22(3) of the Rules, after the Postal Ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
6. With reference to Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, SME listed Companies are exempted from e-voting provisions. Your Company is covered a SME Company and listed on SME platform of Bombay Stock Exchange. Therefore, the Company is not providing e-voting facility to its shareholders.
7. The duly completed Ballot Form should reach the Scrutinizer not later than 5.00 P.M. (IST) on Monday, March 16, 2020.
8. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.

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9. The Scrutinizer shall prepare a consolidated Scrutinizer's Report on the total votes cast in favour or against, if any. The said report will be countersigned by the Chairman or a person authorized by him in writing and the results of the voting shall be declared latest by 5.00 P.M (IST) on Wednesday, March 18, 2020, and will be displayed at the Registered Office of the Company. The result shall also be communicated to Bombay Stock Exchange and the same along with Scrutinizer's Report will be displayed on the website of the Company at <http://www.deccanhealthcare.co.in/>. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
10. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form i.e. Monday, March 16, 2020. Further, resolutions passed by the members through postal ballot is deemed to have been passed effectively at a general meeting.
11. Members who opt to vote by postal ballot shall ensure that they carefully read the instructions printed on the Postal Ballot Notice / Postal Ballot Form and return the duly completed and signed Ballot Forms in the enclosed self-addressed business reply envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer latest by 5.00 P.M (IST) on Monday, March 16, 2020. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the address given on the self – addressed business reply envelope (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the aforementioned date shall be treated as if reply from the Members have not been received.
12. Unsigned/blank/incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1

The Company is on a growth trajectory and a fresh investment in the Company will further help in evolution and expansion of its network strategy. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including working capital. The Board has explored various options and proposed to raise fund by way of issue of warrants on preferential basis.

In terms of Section 62(1)(c) of the Companies Act, 2013 (**'the Act'**) read with Rules 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 160 of Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations 2018, (**'SEBI (ICDR) Regulations'**), any preferential allotment of specified securities need to be approved by the shareholders of the Company by way of a Special Resolution.

Accordingly, the approval of the members of the Company is being sought, by way of a Special Resolution, to create, offer, issue and allot warrants, by way of preferential allotment to the Proposed Allottee.

Further, in terms of the provisions of Companies and Act, 2013 read with the rules made thereunder and SEBI (ICDR) Regulations, following disclosures are required to be made in the Explanatory Statement to the notice:

**a. The objects of the preferential issue :**

The object of the preferential issue is to issue and allot warrants of the Company to the allottee mentioned in point (g) with the purpose of enhancing financial resources, including working capital.

**b. Maximum number of securities to be issued :**

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot in aggregate and up to 26,00,000 (Twenty Six Lakhs only) warrants at Rs. 75/- (Rupees Seventy Five only) each or such other higher price as may be determined as on the Relevant Date in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations by way of preferential allotment to the below-mentioned allottee.

**c. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer :**

None of the Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to the offer.

**d. The class or classes of persons to whom the allotment is proposed to be made.**

The allotment is proposed to be made to the proposed allottee as mentioned in point (g) below.

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**e. Shareholding Pattern of the Company before and after the Preferential Issue :**

Sr. No.	Category of Investors	Pre issue*		Post Issue**	
		No. of Shares held	%	No. of Shares held	%
<b>A</b>	<b>Promoters' Holdings:</b>				
1	Indian:				
	Individual / Hindu Undivided Family	80,60,214	51.30	80,60,214	44.01
	Bodies Corporate	-	-		
	<b>Sub-Total – Indian Promoters</b>	<b>80,60,214</b>	<b>51.30</b>	<b>80,60,214</b>	<b>44.01</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>80,60,214</b>	<b>51.30</b>	<b>80,60,214</b>	<b>44.01</b>
<b>B</b>	<b>Non promoters' Holdings :</b>				-
1	Institutional Investors	0	0.00	0	0.00
2	Non-Institutions:				
	Private Corporate Bodies	17,53,400	11.16	43,53,400	23.77
	Directors and relatives	1,00,000	0.64	1,00,000	0.55
	Indian Public	54,62,734	34.76	54,62,734	29.83
	<u>Others</u>				
	Clearing Member	3,24,482	2.06	3,24,482	1.77
	Non-Resident Indian (NRI)	12,600	0.08	12,600	0.07
	<b>Sub-Total (B)</b>	<b>76,53,216</b>	<b>48.70</b>	<b>1,02,53,216</b>	<b>55.99</b>
	<b>GRAND TOTAL (A+B)</b>	<b>1,57,13,430</b>	<b>100.00</b>	<b>1,83,13,430</b>	<b>100.00</b>

\* Shareholding as on 31<sup>st</sup> December, 2019.

\*\* Assuming all the warrants are converted into equity shares of the Company.

**f. Proposed time frame within which the preferential issue shall be completed :**

The preferential allotment of warrants shall be completed, within a period of 15 days from the date of passing of the Special Resolution contained in this Notice.

Provided that where the allotment on preferential basis is pending on account of pendency of any approval or permission of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or any other regulatory authorities.

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**g. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:**

Bennett, Coleman and Company Limited (BCCL) is a company incorporated in India on 29th November, 1913, and is engaged in the business of printing, publishing, distribution of newspapers and broadcasting. It is an independently run, professionally managed company with its affairs being looked after by its Board of Directors.

98.97% of the share capital of BCCL is held by various companies as follows: -

a. Bharat Nidhi Ltd.	- 24.41%
b. PNB Finance and Industries Ltd.	- 9.29%
c. Camac Commercial Company Ltd.	- 13.30%
d. Arth Udyog Ltd.	- 9.31%
e. Ashoka Viniyoga Ltd.	- 18.02%
f. Sanmati Properties Ltd.	- 9.75%
g. T M Investments Ltd.	- 5.96%
h. Jacaranda Corporate Services Ltd.	- 8.93%

The balance 1.03% of the share capital of BCCL is held by individuals.

None of the shareholders of BCCL hold more than 25% of the share capital of BCCL.

Accordingly, identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and /or who ultimately control the proposed allottee i.e. BCCL and the percentage of the pre and post preferential issue capital that may be held by BCCL on a fully diluted basis is given in the following table:

Sr. No.	Name of the Allottee	PAN	Category	Total warrants proposed to be allotted	Identity of Natural persons who are the ultimate beneficial owners*	Pre-issue Shareholding		Post-issue Shareholding*	
						No. of Shares	% of Shares	No. of Shares	% of Shares
1	Bennett, Coleman and Company Limited	AAACB4373Q	Non-Promoter	26,00,000	1. Mr. Raj Jain - CEO 2. Mr. Himanshu Agarwal - CFO 3. Mr. Kausik Nath - Company Secretary	-	-	26,00,000	14.20

*\*Assuming all the warrants are converted into equity shares of the Company*

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**h. Change in control, if any, in the Company consequent to the preferential issue by the Company**

There will be no change in control or management consequent to the proposed preferential issue of warrants. However, post the conversion of warrants into equity shares of the Company, voting rights will change in accordance with the shareholding pattern. For post issue share capital, please refer to point number (e).

**i. Undertaking**

The Company hereby undertakes that:

- (a) It will re-compute the price of the warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so; and
- (b) If the amount payable on account of re-computation of price of the warrants is not paid within the time stipulated in SEBI (ICDR) Regulations, the warrants shall continue to be locked in till the time such amount is paid by the Proposed Allottee.

**j. Lock in**

The Warrants to be allotted to the Proposed Allottee and the Equity shares to be allotted, pursuant to the conversion of Warrants, to the Proposed Allottee will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of SEBI (ICDR) Regulations.

**k. Auditor's Certificate**

A copy of the Certificate from M/s Keyur Shah & Co., Chartered Accountants (Firm Registration No. 141173W), statutory auditors of the Company certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations, as may be applicable, shall be open for inspection at the registered office of the Company between 10:00 AM to 5:00 PM (IST) on all working days until the Last date for receipt of votes by Postal Ballot i.e. Monday, March 16, 2020.

**l. Basis or Justification of Price**

The Warrants will be issued and allotted at a price not less than the higher of the following in terms of the ICDR Regulations:

- i. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- ii. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during two weeks preceding the relevant date; whichever is higher.

Accordingly, the Warrants are to be issued at Rs. 75/- (Rupees Seventy Five) each or such other higher price as may be arrived at in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

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**m. Relevant Date**

The Relevant Date on the basis of which the price of the issue of equity shares shall be calculated is Saturday, February 15, 2020 i.e. *30 days prior to the date on which the resolution is deemed to have been passed* i.e. last date specified for receipt of the duly completed Postal Ballot Forms i.e. Monday, March 16, 2020.

**n. Other Relevant Disclosures**

- i. Pursuant to Regulation 170(4) of SEBI (ICDR) Regulations, the allotment shall be made only in dematerialised form;
- ii. The Board of Directors, in its meeting held on Thursday, January 23, 2020 has approved the issuance of warrants on preferential basis to the allottee in the manner stated hereinabove, subject to approval of members and other regulatory approvals, as may be required;
- iii. The allotment of warrants is subject to the condition that the proposed allottee has not sold / transferred any equity shares of the Company during the six (6) months preceding relevant date;
- iv. The Company has not made any preferential allotment of equity shares during the year;
- v. The Company and none of its promoters or directors is a wilful defaulter or a fugitive economic offender.

None of the members of the Promoter and Promoter Group including Directors and Key Managerial Personnel of the Company are interested in the proposed issue.

The Board of Directors of the Company believes that the proposed issue will be in the interest of the Company and its shareholders.

The Board recommends passing of the special resolution as set out at **Item No. 1** of the notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 2**

As Members are aware that the “Be Young Store” of the Company is a B2C sales domain, distributing few of the Company’s products directly to consumers. Considering the overwhelming response received from the customers, the management also intends to use the platform to sell products manufactured by other companies.

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Also keeping in mind the future business prospects of e-commerce business in health care sector, strategic tie ups / partnerships / fund raising, the management of the Company intends to carry out strategic repositioning of the “Be Young Store”.

The Board of Directors of the Company believes that the intended growth in the “Be Young Store” can be better achieved if the same is run / operated as a separate business entity with focused strategy and growth path.

In light of the above, the Board of Directors propose to transfer the “Be Young Store” of the Company, along with all related assets and liabilities including but not limited to employees, contracts, licenses, permits, consents, approvals, whatsoever to its wholly owned subsidiary company. The “Be Young Store” is proposed to be transferred as a going concern on a slump sale basis to wholly owned subsidiary of the Company which is under the process of incorporation, for a lump sum consideration not less than its book value (determined by an Independent Chartered Accountant) in accordance with the provisions of Section 50B read with Section 2(42C) of the Income-tax Act, 1961. The consideration will be fully discharged by the wholly owned subsidiary company by way of issue of shares.

Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a company shall not, except with the consent of the members by way of special resolution through postal ballot, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company. Further, explanation (i) to Section 180(1)(a) of the Act, provides that the expression 'undertaking' for the purposes of Section 180(1)(a) of the Act shall mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Since the proposed transfer of the “Be Young Store” exceeds the specified limits mentioned above, the resolution in the accompanying notice is proposed to seek approval of the Members through a special resolution.

The Board recommends passing of the special resolution as set out at **Item No. 2** of the notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors**  
For **DECCAN HEALTH CARE LIMITED**

**Sheena Jain**  
Company Secretary

**Date:** February 10, 2020

**Place:** Hyderabad

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**POSTAL BALLOT FORM**  
(To be returned to the Scrutinizer appointed by the Company)

Sr. No.	Particulars	Details of Shareholders(s)
1.	Name(s) of Shareholder(s) including joint holder(s), if any (in block letters)	
2.	Registered address of sole/first named shareholder	
3.	Registered folio no./DP Id No./Client Id No.* (*Applicable to shareholders holding shares in dematerialised form)	
4.	No. of share(s) held	

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated February 10, 2020 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description of Resolution	Nature of Resolution	No. of equity shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Issuance Of Warrants To Bennett, Coleman and Company Limited On Preferential Basis	Special			
2.	Transfer of Business Undertaking of the Company ("Be Young" E-Commerce Store) on a slump sale basis to its wholly owned subsidiary company (in the process of incorporation).	Special			

Place:  
Date:

\_\_\_\_\_  
(Signature of the Shareholder /  
Authorised Representative)

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## INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or post at the expense of the member will also be accepted.
2. The self-addressed business reply envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Company not later than 05:00 P.M on or before Monday, March 16, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio/demat account irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. Votes will be considered invalid on the following grounds:
  - a. A form other than one issued by the company has been used;
  - b. It has not been signed by or on behalf of the Member;
  - c. Signature on the postal ballot form doesn't match the specimen signatures with the company;
  - d. It is not possible to determine without any doubt the assent or dissent of the Member;
  - e. Neither assent nor dissent is mentioned;
  - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - g. The envelope containing the postal ballot form is received after the last date prescribed;
  - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i. It is received from a Member who is in arrears of payment of calls; and
  - j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
8. Members are requested not to send any paper (other than the resolution/authority) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
9. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

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