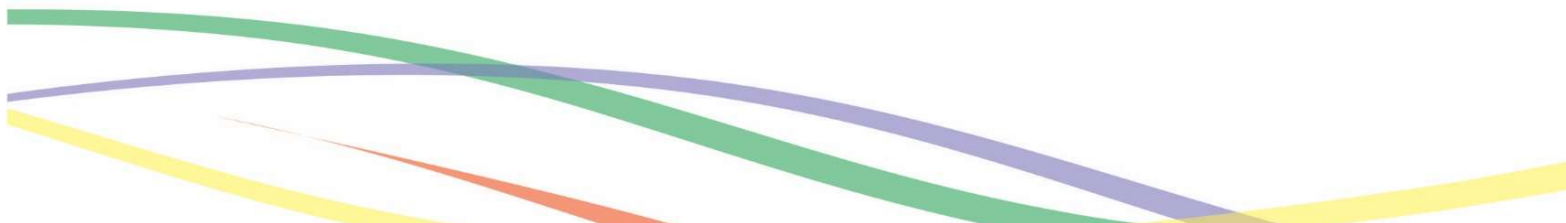


NOTICE OF BOARD MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 06/BM/2021-22 MEETING OF THE BOARD OF DIRECTORS OF CIAN HEALTHCARE LIMITED WILL BE HELD ON SATURDAY, 16th DAY OF OCTOBER, 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 signed minutes of the previous Board meeting held on 04 th September, 2021.
4.	To read and confirm the signed minutes of the previous Board meeting held on 18 th September, 2021.
5.	To consider and approve to offer, allot and issue of 16,35,000 equity Shares under first tranche of private placement and approve Private Placement Offer Letter.
6.	To consider and approve Proposal of Appointment of Mr. Damodarkumar Sharma (DIN: 07984882) as Additional Director (Whole-Time Director) (Executive category).
7.	To consider and approve the resignation of Mr. Riyaz Bashir Khan (DIN: 07578366) as Whole Time Director from the board of Company.
8.	To Consider any other business with the permission of chair.
9.	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: 13.10/2021

Place: Pune

Encl: agenda for Board Meeting dated 13th October 2021

NOTES TO AGENDA ITEMS FOR THE 06/BM/2021-22 MEETING OF THE BOARD OF DIRECTORS OF CIAN HEALTHCARE LIMITED SHALL BE HELD ON FRIDAY, THE 13th DAY OF OCTOBER, 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>
2.	<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 intends 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> <p>a) Name;</p> <p>b) The location from where he is participating</p> <p>c) That he has received the agenda and all the relevant material for the meeting; and</p> <p>d) 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>To read and confirm the signed minutes of the previous Board meeting held on 04th September, 2021.</p> <p>Notes: The signed 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>
4.	<p>To read and confirm the signed minutes of the previous Board meeting held on 18th September, 2021.</p> <p>Notes: The signed Minutes of the previous Meeting of the Board of Directors held on 18th September, 2021, the copy of which will be placed before the meeting.</p> <p>The Directors are requested to Note the same.</p>
5.	<p>To consider and approve offer, allot and issue of 16,35,000 equity Shares under first tranche through private placement and approve Private Placement Offer Letter.</p> <p>Note: The Chairperson informed the Board that It is proposed, to raise fresh capital by way of Private Placement of Equity shares to the identified persons. Further informed that as the shareholder passed special resolution for issue and offer of shares on private placement basis in different tranches but Resolution for increase in Authorised Share capital from 25,00,00,000 to 30,00,00,000 was not approved by requisite majority of the shareholders of the Company, therefore it is proposed to offer and issue only 16,35,000 (Sixteen Lakhs Thirty-Five Thousand) equity shares in first tranche to Mr. Prakashchandra Rathi as post issue paid up capital shall be within limit of existing Authorize Shares Capital. The Board members to discuss and if thought fit, and pass the following resolution.</p> <p>Draft Resolution</p> <p>“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</p>

	<p>such other provisions (including any statutory modifications of re-enactments thereof) as may be applicable for the time being in force, consent of board of directors of the Company be and are hereby accorded for offering, issuing and allotting 16,35,000 (Sixteen lakhs Thirty Five Thousand) 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;</p> <p>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;</p> <p>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>
6.	<p>To consider and approve Proposal of Appointment of Mr. Damodarkumar Sharma (DIN: 07984882) as Additional Director (Whole-Time Director) (Executive category).</p> <p>Notes: The chairman inform the Board that considering the expertise and skills of Mr. Damodar Kumar Sharma in the business field of the company, it is proposed to appoint Mr. Damodar Kumar Sharma as an Additional Director (Executive) of the Company.</p> <p>The Board to discuss the matter and the following resolution is to be pass:</p> <p>Draft Resolution</p> <p>“RESOLVED THAT pursuant to the provision of section 161(1) of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the company and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) Mr. Damodar Kumar Sharma be and is hereby appointed as Additional Director (Whole Time Director) of the company with effect from 29th September, 2021.</p> <p>RESOLVED FURTHER THAT the Board of Directors do and hereby take on record Consent received in Form DIR-2 dated 28th September, 2021 from Mr. Damodar Kumar Sharma to act as Director of the Company.</p> <p>“RESOLVED FURTHER THAT Mr. Suraj Zanwar (DIN:01304850) Managing Director of the company or Company Secretary, be and is hereby authorized to do all such acts, deeds and things as may be required or deemed necessary to give effect to the above resolution.”</p>

<p>7.</p>	<p>To consider and approve the resignation of Mr. Riyaz Bashir Khan (DIN: 07578366) as Whole Time Director from the board of Company.</p> <p>Note: The Chairperson to inform the Board that the Company has received the resignation letter from Mr. Riyaz Bashir Khan to resign from the post of whole-time director of the company w.e.f. 29th September, 2021. The Board members to discuss and if thought fit, and pass the following resolution.</p> <p>Draft Resolution:</p> <p>“RESOLVED THAT, the resignation of Mr. Riyaz Bashir Khan from the office of the Directorship of the Company be and is hereby accepted with effect from w.e.f. 29th September, 2021 (end of the business hours).</p> <p>RESOLVED FURTHER THAT, any one of the Director or Company Secretary of the Company be and is hereby authorized for and on behalf of the Board to file necessary form with Ministry of Corporate Affairs and to do all such acts, deeds and things, necessary to give effect to the above resolution.”</p> <p>The Board expressed its deep sense of appreciation for the timely guidance and valuable services rendered by her during her tenure as a Director of the Company.</p>
<p>8.</p>	<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>