



25th October, 2021

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Stock Code: 542248

Sub: Sending 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, October 25, 2021 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, October 22, 2021.

The voting period shall commence on Tuesday, October 26, 2021 at 9.00 a.m. and shall end on Wednesday, November 24, 2021 at 5.00 p.m.

Kindly take the same on record and oblige.

We request you to take the same on record and suitably disseminated to all concerned.

Thanking You,
Yours faithfully
For and on behalf of DECCAN HEALTH CARE LIMITED

Sheena Jain
Company Secretary & Compliance Officer
Encl : a/a

Registered Office:

CIN: L72200TG1996PLC024351. Estd: 1996
Address : H.No. 6-3-348/4, Dwarkapuri
Colony, Punjagutta, Hyderabad,
Telangana-500082

Innovation Hub & Manufacturing:

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



NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE of Postal Ballot is hereby given that the resolution set out below is proposed to be passed by the Members of Deccan Health Care Limited (CIN: L72200TG1996PLC024351) (“the Company”), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 33/2020 dated 28th September, 2020 and dated 31st December, 2020, issued by the Ministry of Corporate Affairs (“MCA”)(hereinafter collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations) and Circular dated May 12, 2020 and January 15, 2021 issued by Securities and Exchange Board of India (hereinafter collectively referred to as “SEBI Circulars”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the following special businesses by passing the special resolution set out below through Postal Ballot including voting through electronic means.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent **only through** electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories **and no physical Postal Ballot Forms will be dispatched**. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company is desirous of seeking your consent to the proposals contained in the Resolution(s) set out below. A statement under Section 102 of the Companies Act, 2013, giving all material facts and the reasons for the Resolutions is also annexed.

The Board of Directors, at its meeting held on Monday, October 25, 2021 has appointed Ms. Monika Bhatia, Proprietor of M/s. M. R. Bhatia & Co, Ahmadabad, Practicing Company Secretary,

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Membership Number – 10397, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

E-voting Option

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to offer e-voting facility to cast your votes electronically.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting printed in this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company or Company Secretary of the Company as authorised by the Board, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result will be declared within the stipulated time, through the mode as the Company deems fit for such declaration. The result will also be posted on the Company's website <http://www.deccanhealthcare.co.in/> and on the website of the BSE Limited www.bseindia.com.

ITEM NO. 01: TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass, the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and reenactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company **FROM** the present Rs. 18,00,00,000 /- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakhs only) Equity Shares of Rs. 10/- (Rupee Ten each) **TO** Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into divided into 3,00,00,000 (Three Crore only) Equity Shares of Re. 10/- (Rupee Ten) each.

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RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

The Authorized Share Capital of the company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore only) Equity Shares of Rs. 10/- (Rupee Ten) each, with power to increase or reduce the capital and to divide shares in capital for the time being, into several classes and to attach thereto respectively, such preferential, differed, qualified or special rights (Weather relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

ITEM NO. 02: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR) (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and pursuant to the Policy of the Company on Related Party Transactions, and on the basis of recommendations of the Audit Committee and Board of Directors, the consent of the members of the company be and is hereby accorded to material related party transactions.

SR. NO	RELATED PARTY	RELATIONSHIP REFERENCE	NATURE OF TRANSACTION	DETAILS OF TRANSACTIONS	LIMIT TO BE APPROVED (RS.)

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1.	Minto Purshotam Gupta	Promoter	Purchase of any goods/Intangible Assets or materials.	Purchase consideration of acquisition of Technical Formulas	Upto Rs. 60 crores
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RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

ITEM NO. 03: TO APPROVE THE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS (CASH):

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42 and 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re- enactment(s) thereof the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”) in each case, including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”); the listing agreements entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of Rs. 10 each are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs, the

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Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 18,00,000 Equity Shares of Rs. 10/- (Indian Rupees Ten only) (“Shares”) for a consideration not exceeding an aggregate amount 31.47/- to the following investors, in terms of ICDR Regulations (the “Allottees”) by way of preferential allotment in accordance with the ICDR Regulations, Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Sr. No.	NAME OF ALLOTTEE	PERMANENT ACCOUNT NUMBER (PAN)	NO. OF SHARES UPTO	AMOUNT (IN RS.)
1.	Focal Point Media Services Private Limited	AABCF6112C	15,88,815	5,00,00,008
2.	Kapil Mehra	AABPM8260F	200,000	62,94,000
TOTAL			17,88,815	5,62,94008

RESOLVED FURTHER THAT in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is Monday, October 25, 2021, being the date 30 days prior from the conclusion of Remote E-voting which is to be conclude on Wednesday, November 24, 2021 to consider this Preferential Issue (“Relevant Date”).

RESOLVED FURTHER THAT the Preferential Issue shall be made on subject to the following terms and conditions apart from others as prescribed under applicable laws:

- I. Each Allottee shall be required to bring in 100% of the consideration for the relevant issue on or before the date of allotment hereof.
- II. The consideration for allotment of the relevant shall be paid to the Company from the bank account of each Allottee, respectively.

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- III. The shares to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges.
- IV. Allotment of Shares shall only be made in dematerialized form.
- V. The Shares allotted to the Allottees shall rank Pari Passu inter-se with the existing Equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the ICDR Regulations.
- VI. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- VII. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Company do record the name of the Investor and maintain such record of private placement offer of the Subscription Shares in Form PAS- 5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT subject to the ICDR Regulations and provisions of the Companies Act, 2013 and other applicable laws for the time being, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and a offer letter in Form No. PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialled by the Chairman for the

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purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the monies received by the Company from each of the Investors as consideration for the allotment of Equity Shares shall be kept by the Company in a separate bank account to be opened for the purpose.

RESOLVED FURTHER THAT if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.”

RESOLVED FURTHER THAT the Board is hereby authorized to take necessary steps for listing of Equity shares on Stock Exchanges, where the Company’s Equity shares are listed, as per the terms and conditions of the Listing Regulations, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT the Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to

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resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO. 04: TO APPROVE THE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS (OTHER THAN CASH)

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42 and 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re- enactment(s) thereof the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”) in each case, including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”); the listing agreements entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of Rs. 10 each are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,09,65,999 Equity Shares of Rs. 10/- (Indian Rupees Ten only) (“Shares”) for a consideration not exceeding an aggregate amount of Rs. 31.47/- to the following investors, in terms of ICDR Regulations (the “Allottees”) by way of preferential allotment in accordance with the ICDR Regulations, Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

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Sr. No.	NAME OF ALLOTTEE	PERMANENT ACCOUNT NUMBER (PAN)	NO. OF SHARES UPTO	CONSIDERATION
1.	MINTO PURSHOTAM GUPTA	ACWPG4667R	1,09,65,999	34,,50,99,989
TOTAL			1,09,65,999	34,40.99.989

RESOLVED FURTHER THAT in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is Monday, October 25, 2021, being the date 30 days prior from the conclusion of Remote E-voting which is to be conclude on Wednesday, November 24, 2021 to consider this Preferential Issue (“Relevant Date”).

RESOLVED FURTHER THAT the Preferential Issue shall be made on subject to the following terms and conditions apart from others as prescribed under applicable laws:

- I. Each Allottee shall be required to bring in 100% of the consideration for the relevant on or before the date of allotment hereof.
- II. The Equity Shares being offered, issued and allotted to the proposed allottee, are being issued for consideration other than cash, in full discharge of the purchase consideration of Rs. 34,50,99,989 for the acquisition of formula/patent
- III. The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges.
- IV. Allotment of Shares shall only be made in dematerialized form.
- V. The Shares allotted to the Allottees shall rank Pari Passu inter-se with the existing Equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the ICDR Regulations.
- VI. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

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VII. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Company do record the name of the Investor and maintain such record of private placement offer of the Subscription Shares in Form PAS- 5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT subject to the ICDR Regulations and provisions of the Companies Act, 2013 and other applicable laws for the time being, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and an offer letter in Form No. PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

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ITEM NO. 05: MIGRATION FROM BSE SME PLATFORM(SME PLATFORM) TO MAIN BOARD OF BSE LIMITED:

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

“RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013, SEBI (ICDR) Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of Bombay Stock Exchange of India Ltd. (“BSE”) to the Main Board of BSE and follow such procedures specified under SEBI (ICDR) Regulations, 2018, as amended from time to time, to give effect to the aforesaid resolution.

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorised jointly and severally to deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of giving effect to aforementioned resolution.

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.

By order of the Board of Directors

Sd/-

Sheena Jain

Company Secretary & Compliance Officer

Membership No: A52795

Place : Hyderabad

Date : October 25, 2021

Regd. Office:

DECCAN HEALTH CARE LIMITED

CIN :L72200TG1996PLC024351

Tel :+91-40-69086900/84

E-mail : ccs@deccanhealthcare.co.in

Website : //www.deccanhealthcare.co.in//

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NOTES:

1. In compliance with the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 33/2020 dated 28th September, 2020 and dated 31st December, 2020 issued by the Ministry of Corporate Affairs ("MCA") hereinafter collectively referred to as ("MCA Circulars") and January 15, 2021 ("SEBI Circulars") and any amendment/ modification thereof issued by MCA and SEBI, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
2. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") stating material facts and reasons for the proposed resolution is annexed hereto. A copy of the Notice along with all annexures is also available on the website of the Company viz <http://www.deccanhealthcare.co.in/>.
3. Pursuant to the provisions of the Act, a Member is entitled to vote during the Period of Remote E-voting. Since, this Approval is sought through Postal Ballot, the physical attendance has been dispensed with.
4. The documents referred to in the Notice and the Explanatory Statement are available to facilitate online inspection until the last date of remote e-voting. Members seeking to inspect such documents can send an email to ccs@deccanhealthcare.co.in, the same will be replied to by the Company suitably.
5. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. Wednesday, November 24, 2021.
6. In compliance with MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Postal Ballot Notice is also available on the website of the Company at www.deccanhealthcare.co.in, the websites of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com and the website of Big share Services Private Limited at www.bigshareonline.com.

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7. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent i.e. Big Share Services Private Limited.
8. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
10. Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of Central Depository Services (India) Ltd (CDSL) for facilitating e-Voting to enable the Members to cast their votes electronically. Resolution(s) passed by Members through e-Voting is/ are deemed to have been passed.
11. Members are provided with the facility for voting through Remote E-voting which will begin from Tuesday, October 26,2021 at 9.00 a.m (I.S.T) and ends on Wednesday, November 24,2021 at 5.00 p.m. (I.S.T.)
12. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on **Friday, October 22, 2021**, may cast their vote by remote e-Voting. The remote e-Voting period commences on **Tuesday, October 26, 2021 at 09:00 A.M. (I.S.T.) and ends on Wednesday, November 24, 2021 05:00 P.M. (I.S.T.)**. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
13. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by

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the Members on request by sending an E-mail on ccs@deccanhealthcare.co.in with Depository participant ID and Client ID.

14. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Bigshare Services Private Limited ('R&TA') having its office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.

15. Process for those members whose Email IDs' are not registered: The Members who have not registered their E-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering E-mail Address, the Members are requested follow the below steps:

A. Members holding shares in Physical Mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar Card through E-mail on ccs@deccanhealthcare.co.in.

B. Members holding shares in Dematerialized Mode are requested to provide name, Depository participant ID and Client ID, mobile number, E-mail address, scanned copies of self-attested client master or Consolidated Account statement through E-mail on ccs@deccanhealthcare.co.in.

16. Voting through electronic means.

✓ **How do I vote electronically using CDSL e-Voting system?**

- a. **Step 1:** The shareholders should log on to the e-voting website www.evotingindia.com
- b. **Step 2:** Click on Shareholders
- c. **Step 3:** Now Enter your User ID
 - **For CDSL:** 16 digits beneficiary ID
 - **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in **Physical Form** should enter Folio Number registered with the Company

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- d. **Step 4:** Next enter the Image Verification as displayed and Click on Login
- e. **Step 5A: For Members Already Registered with CDSL**
The Members who are already registered with CDSL and have exercised e-voting through www.evotingindia.com earlier may follow the steps given below
- Use the existing password

OR

- f. **Step 5B: For those Members who are not Registered with CDSL:**
The Members (holding shares in Demat | physical form) who are not already registered with CDSL and are using the e-voting facility for the first time may follow the steps given below:
- i. Register as under:
- The Members who have already submitted their Permanent Account Number (PAN) to the Company | DP may enter their 10-digit alphanumeric PAN issued by the Income Tax department. Others are requested to use the sequence number in the PAN Field. The sequence number is mentioned in the e-communication
 - Enter Date of Birth (DOB) as recorded in Demat account or in records of the Company for the said Demat account or folio in DD | MM | YYYY format.

OR

- Enter the Dividend Bank Details (DBD) as recorded in Demat account or in records of the Company for the said Demat account or folio.

OR

- If the Dob or DBD details are not recorded with the DP or the Company, enter the Member ID | folio number in the DBD field as under:

User ID for the Members holding shares in Demat form with CDSL	16 digits beneficiary ID
User ID for the Members holding shares in Demat	8 Character DP ID followed by

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form with NSDL	8 Digits Client ID
User ID for the Members holding shares in physical form	the folio number of the shares held in the Company

- ii. After entering these details appropriately, click on 'Submit'.
- iii. The Members holding shares in physical form will reach the Company selection screen. However, the Members holding shares in Demat form will reach 'Password creation' menu and will have to enter login password in the 'new password' field. It is strongly recommended not to share the password with any other person and take utmost care to keep it confidential.
- iv. The Members holding shares in physical form can use login details only for e-voting on the resolutions contained in this Notice.

g. Step 6: How to Vote:

- Click on the Electronic Voting Serial Number of Deccan Health Care Limited to vote (EVSN of Equity Shares).
- 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.
- Click on the 'Resolutions file link' to view the details.
- After selecting the resolution, click on 'Submit' tab. A confirmation box will be displayed. To confirm vote, click on 'Ok' else click on 'Cancel'
- After voting on a resolution, the Members will not be allowed to modify their vote.
- A print of the voting done may be taken by clicking on 'Click here to print' tab on the voting page.

In case the Members holding shares in Demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.

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- ✓ **General Instruction 1:** Incompliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is please do provide its members, as on the **cut-off date being Friday, October 22, 2021** the facility to exercise the right to vote by electronic means on any or all of the businesses specified in the Notice, may be transacted through e-Voting Services provided by CDSL.
- ✓ **General Instruction 2:** The remote E-voting period commences on **Tuesday, October 26, 2021 at 09:00 a.m. (I.S.T.) and ends on Wednesday, November 24, 2021 05:00 p.m. (I.S.T)** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, October 22, 2021** may cast their vote by remote e-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ✓ **General Instruction 4:** A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- ✓ **General Instruction 5:** The Members can also use mobile application 'm-Voting' of CDSL for e-voting using their e-voting credentials.
- ✓ **General Instruction 6:** For the non-individual Members and the Custodians:
 - Non-individual Members (that is, other than individuals, Hindu Undivided Family, Non-Resident Individual) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity will be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance user will be created using the admin login and password. The Compliance user will be able to link the account(s) for which they wish to vote on.
 - The list of accounts will be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, votes can be cast.

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- A scanned copy of the Board Resolution and Power of Attorney issued in favor of the Custodian, if any, will have to be uploaded in portable document format in the system for verification by the Scrutinizer.

If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

ITEM NO.1

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so, authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 4 and 15 of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorized Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

As currently the Company has a very small room in authorized share capital to consider any equity fund raise, it is proposed to increase the Authorized Share Capital of the Company **FROM** the present Rs. 18,00,00,000 /- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakhs only) Equity Shares of Rs. 10/- (Rupee Ten each) **TO** Rs. 30,00,00,000/-

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(Rupees Thirty Crore only) divided into divided into 3,00,00,000 (Three Crores only) Equity Shares of Re. 10/- (Rupee Ten) each, Consequently, the existing clause V (a) of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorized share capital and substitution of the proposed increased Authorized Share Capital.

The above-mentioned increase in the Authorized Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at item no. 01 to be passed as Ordinary Resolution(s).

The electronic copies of draft of the Altered Memorandum of Association of the Company will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on ccs@deccanhealthcare.co.in with Depository participant ID and Client ID or Folio number

The Board of Directors of the Company do and hereby confirm that None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Accordingly, the Board of Directors of the Company believe that the proposed Resolution set out at Item No. 01 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours.

ITEM NO 2

The members of the Company are informed that section 188 read with rules made there under prescribes certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribe seeking shareholders' approval for material related party transaction beyond specified threshold (Material Transactions). Proviso to Section 188 (1) provides that noting contained in Section

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188 (1) shall apply where transaction entered into by Company with related party in the ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis. The transactions are repetitive in nature, considering the large volume of the transaction, the contracts / arrangements / transactions are material in nature and hence require approval of members.

The contracts / arrangements / transactions as mentioned in resolution require approval of only unrelated members of the Company and all related parties shall abstain from voting on such resolution.

Accordingly, the Board of Directors of the Company believe that the proposed Resolution set out at Item No. 02 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

The Board of Directors of the Company do and hereby confirm that Except Mr. Minto Purshotam Gupta (**DIN: 00843784**) managing Directors of the Company, None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO 3 AND 4:

The present authorized capital of the Company is Rs. 18,00,00,000/- and the Issued and Paid-up Capital of the Company as on October 25, 2021 is Rs.15,71,34,300/- divided in to Equity Shares of Rs.10/- each .

The Company is on a growth path and an additional investment in the Company will further help in evolution and expansion of its business. An Equity infusion will also strengthen the balance sheet of the Company. In order to achieve the said objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the enhanced working capital requirements. The Board of Directors of the Company (hereinafter referred to as "the Board"), has explored various options and the Board of Directors at their meeting held on October 25, 2021, has proposed to raise funds by way of

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issue of up to 1,27,54,814/- Equity shares of the Company having face value of Rs. 10 each on a preferential basis at a price of Rs. 31.47/-(Issue Price)per Equity shares including premium of ₹ (21.47)/- per Equity shares) (“Issue Price”) (“Preferential Issue”). The floor price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations).

The said Preferential Issue of Equity Shares is being made to the following persons (collectively referred to as the “Investors”):

Sr. No.	NAME OF ALLOTTEES (UBO)also	PERMANENT ACCOUNT NUMBER (PAN)	NO. OF SHARES	SUBSCRIPTION AMOUNT (IN RS.)
1.	Focal Point Media Services Pvt. Ltd	AABCF6112C	15,88,815	5,00,00,008
2.	Kapil Mehra	AABPM8260F	2,00,000	62,94,000
3.	Minto Purshotam Gupta	ACWPG4667R	1,09,65,999	34,50,99,989
Total			1,27,54,814	40,13,93,997

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

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A. OBJECTS OF THE PREFERENTIAL ISSUE AND AGGREGATE AMOUNT PROPOSED TO BE RAISED:

The Company proposes to raise an amount aggregating to Rs. 40,13,93,997/- (Rupees Forty Crores thirteen Lakhs ninety three thousand nine ninety seven only through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for augmenting long term business requirements, Investment in Subsidiary companies of the Company and other general corporate purposes.

B. PARTICULARS OF THE PREFERENTIAL ISSUE INCLUDING DATE OF PASSING OF BOARD RESOLUTION:

The Board at its meeting held on October 25, 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, i.e., the issuance of up to 1,27,54,814 Equity Shares at a price of Rs. 31.47/- per Equity Share including premium of ₹ 21.47/- per Equity Share aggregating to Rs. 40,13,93,997/- (Rupees forty crores thirteen lakhs ninety three thousand nine ninety seven only) for cash and other than cash consideration, on a preferential basis

C. KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH SECURITY IS BEING OFFERED:

Equity Shares of face value of Rupees 10/- (Rupees Ten Only) each to the Investor of the Company, fully paid-up, for cash, at an issue price of INR 31.47/- (including premium of INR 21.47/-) per Equity Shares with, determined in accordance with the relevant provisions of Chapter V of the SEBI ICDR Regulations as on the Relevant Date (as defined below), to all proposed investors”)

D. INTENT OF THE PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE PREFERENTIAL ISSUE; CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE PREFERENTIAL ISSUE OR SEPARATELY IN FURTHERANCE OF THE OBJECTS:

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Mr. Minto Purshotam Gupta, Promoter and Managing Director (DIN: [00843784](#)) of the Company, the Subscriber, will subscribe for **1,09,65,999/-** Equity Shares of Rs. 10 each of the Company. Except for the Subscriber none of the other promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

E. RELEVANT DATE:

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is October 25, 2021 being the date 30 days prior to the date of Conclusion of E-voting to consider the Preferential Issue (“Relevant Date”).

F. THE PRICE OR PRICE BAND AT WHICH THE ALLOTMENT IS PROPOSED:

The issue price is Rs. 31.47/- per share Equity Share provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations.

G. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT AND JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY):

The equity shares with of the company are listed on BSE Limited (“BSE”) (Referred to as the “stock exchange”). The Equity Shares are frequently traded in terms of the SEBI ICDR regulations, In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

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The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares

The price at which the Equity Shares are proposed to be allotted to each of the investors pursuant to the preferential issue is Rs. 31.47/- per Equity Share (including premium of Rs. 21.47/- per Equity Share which is not less than the floor price determined in the manner set out above.

H. SHAREHOLDING PATTERN OF THE EQUITY SHARES OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE:

SR. NO.	CATEGORY	PRE- ISSUE		POST-ISSUE	
		NO. OF SHARES HELD	% OF SHAREHOLDING	NO. OF SHARES HELD	% OF SHAREHOLDING
A	Promoters and Promoter Group Holding				
1.	Indian				
	Individual	5481814	34.8862	1,64,47,813	57.78
	Bodies Corporate				
	Others	-	-	-	
	Sub-Total	5481814	34.8862	1,64,47,813	57.78
2.	Foreign	-	-	-	
	Sub-Total (A)	5481814	34.8862	1,64,47,813	57.78
B.	Non- Promoters Holding				
1.	Institutional investors	-	-	-	-
	Mutual Fund	-	-	-	-
	Venture Capital Funds	-	-	-	-

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Alternate Investment Funds	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investor	-	-	-	-
Financial Institutions Banks	-	-	-	-
Insurance Companies	-	-	-	-
Sub-Total (B)(1)	-	-	-	-
Non-Institutional investors	-	-	-	-
Individual	8248216	52.4915	8448216	29.68
NBFCs registered with RBI	-	-	-	-
Trusts	-	-	-	-
Hindu Undivided Family	705400	4.4891	705400	2.48
Foreign Companies	-	-	-	-
Non-Resident Indians (Non-Repatriable)	69600	0.4429	69600	0.24

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	Clearing Member	171600	1.0920	171600	0.60
	Bodies Corporate	1036800	6.5981	2625615	9.22
	Sub-Total(B)(2)				
	Sub-Total (B)=				
	(B)(1) + (B)(2)				
	Non Promoter - Non Public				
	Grand Total	15713430	100	28468244	100

I. TIME FRAME WITHIN WHICH THE PREFERENTIAL ISSUE SHALL BE COMPLETED:

As required under chapter V of the SEBI ICDR regulations, the equity shares to be allotted to each of the investors pursuant to the preferential issue shall be allotted by the company within a period of 15 days from the date of passing of the special resolution at the Extraordinary General Meeting/ Postal Ballot, provided that where the allotment of the proposed equity shares to any of the investors is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

J. CHANGE IN CONTROL, IF ANY IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares on preferential allotment basis.

K. THE PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED:

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Innovation Hub & Manufacturing:

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U.K., India.

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

L. IDENTITY OF PROPOSED ALLOTTEES (INCLUDING NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF EQUITY SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL), THE PERCENTAGE (%) OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM AND CHANGE IN CONTROL, IF ANY, CONSEQUENT TO THE PREFERENTIAL ISSUE:

Sr. No.	NAMES OF THE PROPOSED ALLOTTEES	PERMANENT ACCOUNT NUMBER (PAN)	DETAILS OF ULTIMATE BENEFICIAL OWNERS
1.	Focal Point Media Services Pvt. Ltd	AABCF6112C	<ol style="list-style-type: none"> 1. Legala Vijayanand Reddy- 9800 shares- 98% 2. Nemani Ravindra Kumar-100 shares- 1% 3. Ravi Ramprasad- 100 shares- 1%
2.	Kapil Mehra	AABPM8260F	N.A.

M. PARTICULARS OF INVESTOR(S) AND PERCENTAGE OF PRE AND POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM:

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Sr. No.	Name of the Proposed Allottees	Permanent Account Number (PAN)	(Category Of Investor)	Ultimate Beneficial Owner	Pre-Preferential Allotment		Number of Shares proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of Voting Rights
1.	MINTO PURSHOTAM GUPTA	ACWPG4667R	Promoter	N.A	2106467	13.4055	1,09,65,999	1,30,72,466	45.91
2.	Focal Point Media Services Private Limited	AABCF6112C	Non-Promoter	N.A	-	-	15,88,815	15,88,815	5.58
3.	Kapil Mehra	AABPM8260F	Non-Promoter	N.A	-	-	200,000	200,000	0.70
Total							1,27,54,814	1,48,61,281	52.19

There shall be no change in control of the company pursuant to the aforesaid preferential issue and there shall be no change in the management or control of the company pursuant to the preferential issue.

N. PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES:

Not Applicable

O. VALUATION FOR CONSIDERATION OTHER THAN CASH:

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Mr. Minto Purshutom Gupta has provided technical formula for The technical formulations offered from Ingredients scientifically and innovatively blended, useful for efficacy and safety and based on text and scriptures of health and wellbeing. 90+ already being manufactured under guidance and technical know-how and new to be introduced over the next years as per strategic positioning and business plans aiming the health and wellbeing goals which include Immunity Enhancing Nutrients, Eye Fitness Nutrients, Oxygen enhancing Nutrients, Nutrients to enhance physical energy, Nutrients to enhance mental energy, Nutrients to enhance Sexual energy, Heart Health Nutrients, Bone Health Nutrients, Joint Health Nutrients, Prostrate Health Nutrients, Liver Health Nutrients, Gut Health and Cleansing Nutrients, Insulin Activation Nutrients, Body Detox Nutrients, Hair Health and beauty Nutrients, Skin Health and beauty Nutrients, Cell Growth Nutrients, Tissue Repair and Building Nutrients, Get well Soon Nutrients, Better Sleep Nutrients, Focus and Clarity enhancing Nutrients, Nutrients to Sustain Stress reduce Organ Damage, Rest and Rejuvenate Nutrients, Digestive Support Nutrients, Mood Elevating Nutrients, Anti-aging Antioxidant Nutrients, Performance Enhancing Nutrients, Pre Pregnancy Fitness Nutrients, Menses Fitness Nutrients, Pregnancy Trimester Care Nutrients, Post natal Nutrients, Puberty Growth Nutrients, Weight management Nutrients, Fertility enhancing nutrients, Menopause Delaying Nutrients, Andropause Delaying Nutrients (“Technical Formula”) to the Company which includes technical specifications and manuals which are required to be valued by the professional valuation agent as per the specification of the said formula. The valuation report received in above context from Mr. Sri Ranga Gorantla Registered Valuer (Securities or Financial Assets) REGN No. IBBI/RV/02/2019/11253.

P. REQUIREMENTS AS TO RE-COMPUTATION OF PRICE:

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the Equity shares nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

Q. THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER:

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The consideration payable to the Proposed Allottee towards payment of the purchase consideration of acquisition of Technical Formulas, A part of the consideration payable to Proposed Allottee for 34,50,99,989 shall be discharged by the Company by way of issuance of the Equity Shares on Preferential basis.

The value of the intangible assets (Technical Formulas) in consideration for which the equity shares are issued has been arrived based on Valuation Report dated October 22, 2021 issued by Mr. Sri Ranga Gorantla, an independent registered valuer having registration number IBBI/RV/02/2019/11253, in terms of Regulation 163(3) of SEBI (ICDR) Regulations, 2018 and approval of the purchase consideration by the Board of Directors.

R. NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:

Nil

S. LOCK-IN PERIOD:

The equity shares issued and equity shares being allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under regulation 167 of the SEBI (ICDR) regulations.

T. AUDITORS' CERTIFICATE:

The copy of the certificate from M/s. Keyur Shah & Co., Chartered Accountants, Ahemadabad (Firm's Registration No. 141173W), being the statutory auditors of the company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR regulations.

U. LISTING:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the Equity shares being issued and Equity shares with that will be issued on Preferential Allotment. Such Equity Shares with, once allotted, shall rank

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pari passu with the existing Equity shares with of the Company in all respects, including dividend.

V. OTHER DISCLOSURES:

Neither the Company, nor any of its directors or promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its promoters or directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations. As the Equity Shares and Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(2) and Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

Equity Shares of the Company in the last 6 (six) months preceding the Relevant Date i.e., October 25, 2021 the Investors have represented that they have not sold or transferred any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date i.e., October 25, 2021.

The Company is in compliance with the conditions of continuous listing of its Equity Shares as specified in the uniform listing agreement entered into with the Stock Exchange (the “Uniform Listing Agreement”) where its Equity Shares are listed.

In terms of the SEBI Listing Regulations and the Uniform Listing Agreement entered into by the Company with the Stock Exchanges and in terms of Regulation 160(b) of the SEBI ICDR Regulations, approval of the Members is being sought by way of a Special Resolution for issue of the aforementioned Equity Shares to each of the Investors.

During the period from April 01, 2021 until the date of notice of this Postal Ballot, the Company has not made any preferential issue of its Equity Shares.

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Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

In accordance with the provisions of Sections 23 (1) (b), 42 and 62 (1) (c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares is being sought by way of a Special Resolution as set out in the said item of the notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the authorised share capital of the Company. The Board, accordingly, recommends passing of the resolutions as set out at item no. 3 and 4 of this notice, for your approval as a Special Resolution.

The Promoter of the Company is interested financially in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company. in the resolution set out at Item No. 3 of the Notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 and 4 in the accompanying notice for your approval.

Accordingly, the Board of Directors of the Company believe that the proposed Resolution set out at Item No. 03 and 04 of the accompanying Notice for approval of the Members of the Company as an **Special Resolution**.

The Board of Directors of the Company do and hereby confirm that Except Mr. Minto Purshotam Gupta (**DIN: [00843784](#)**) managing Directors of the Company in the resolution no. 04, None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO 5:

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The Company was listed on BSE SME Platform on December 31, 2018. In terms of present rules/regulations, the Equity Shares listed on SME platform can be migrated to Main Board of Stock Exchange after an initial period of 2 years from the date of listing. So the company intends to migrate to the Main Board of BSE. as per the guidelines specified by and procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Your company is well poised to migrate on the Main Board of BSE and the eligibility criteria for migration on Main Board are fulfilled. The listing on Main Board of BSE will make your company one of the prestigious company listed on one of the largest Stock Exchange of India i.e. BSE The listing on Main Board is likely to have wider participation from investors at large and trading in the equity shares of the company on the Main Board will go on the long way in enchanting the image and goodwill of the company. The benefits of listing on Main Board in the form of market capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the shareholders or the company and will also open up avenues of considering further resources raising if required, for the business purpose. This will help the company to grow further and expand the opportunities of business. Further, listing on the Main Board of BSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. In accordance with Regulation 277 of SEBI (ICDR) Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as Special Resolutions by the Members through Postal Ballot. The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE to Main Board of BSE as set out in the resolution. Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholdings in the Company.

Accordingly, the Board of Directors of the Company believe that the proposed Resolution set out at Item No. 05 of the accompanying Notice for approval of the Members of the Company as a **Special Resolution**.

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The Board of Directors of the Company do and hereby confirm that, None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours.

By order of the Board of Directors

Sd/-

Sheena Jain

Company Secretary & Compliance Officer

Membership No: _A52795

Place : Hyderabad

Date : October 25, 2021

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