

**30th July, 2024**

**To**  
**BSE Limited**  
**Department of Corporate Services**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai- 400 001  
**Scrip Code: 516110**

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

Dear Sir/ Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith a copy of Notice of Postal Ballot dated July 30, 2024, the passing of the following resolutions by way of Postal Ballot through E-voting process ("Remote E-voting").

<b>Sr. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1	Ratification of Related Party Transactions entered by the Company during the financial year 2018-19	Ordinary
2	Ratification of Related Party Transactions entered by the Company during the financial year 2019-20	Ordinary
3	Ratification of Related Party Transactions entered by the Company during the financial year 2020-21	Ordinary
4	Ratification of Related Party Transactions entered by the Company during the financial year 2021-22	Ordinary
5	Ratification of Related Party Transactions entered by the Company during the financial year 2022-23	Ordinary
6	Ratification of Related Party Transactions entered by the Company during the financial year 2023-24	Ordinary
7	Approval for the Related Party Transactions proposed to be entered by the Company during the financial year 2024-25	Ordinary
8	Alteration of Articles of Association of the Company	Special
9	Increase the Authorised Share Capital of the Company and consequent amendment in Memorandum of Association of the Company	Ordinary
10	Issue of securities on a preferential basis	Special

**Family Care Hospitals Limited** (Formerly known as SCANDENT IMAGING LIMITED)

Reg. Office: Plot No. A-357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604 Maharashtra.

Tel No. 022 - 4184 2222 Website: [www.familycarehospitals.com](http://www.familycarehospitals.com) CIN:L93000MH1994PLC080842

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 19, 2024 (“Cut-off date”). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has engaged the services of NSDL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

<b>Remote E-voting Starts on</b>	<b>Wednesday, July 31, 2024 from 9:00 am (IST)</b>
<b>Remote E-voting Ends on</b>	<b>Thursday, August 29, 2024 until 5:00 pm (IST)</b>

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses.

The copy of the said Postal Ballot Notice is being made available on the website of the Company at [www.scandent.in](http://www.scandent.in)

Request you to take the above information on record.

**For Family Care Hospitals Limited**

MOHINI RAJU WAGHADE  
Digitaly signed by MOHINI RAJU WAGHADE  
DN: cn=Mohini Raju Waghade, o=Family Care Hospitals Limited, email=mohini.rajuwaghade@familycarehospitals.com, c=IN

**Mohini W.**  
**Company Secretary**  
**ACS 68056**

**Encl:** As above

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## POSTAL BALLOT NOTICE

Dear Members,

**NOTICE** is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the “**MCA Circulars**”) and other applicable laws and regulations, to transact the special businesses as set out hereunder by passing the resolutions, by way of postal ballot through voting by electronic means.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the appended Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

In terms of the requirements specified in the MCA Circulars, Family Care Hospitals Limited (“**Company**”) is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ M/s. Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agents (“**RTA**”) of the Company/Depositories. Accordingly, a physical copy of this Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the E-voting system (“**Remote E-voting**”).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing Remote E-voting facility to its Members to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged the services of the RTA for the purpose of providing Remote E-voting facility. The Members are requested to read the instructions in the Notes appended to this Notice to cast their vote electronically. The Notice is also available on the website of the Company at [www.scandent.in](http://www.scandent.in)

Members desiring to exercise their vote through the Remote E-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR/YES) or dissent (AGAINST/NO) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by Remote E-voting not later than **5.00 p.m. (IST) on Thursday, August 29, 2024**. The Remote E-voting facility will be disabled by the RTA immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on July 12, 2024, has appointed Mr. Mukesh Siroya, Proprietor of M Siroya and Company, Company Secretaries (Membership No. FCS 5682, CP No. 4157) or failing him, Mrs. Bhavyata Acharya (Membership No. A25734; CP No. 21758), Practicing Company Secretary as

Scrutinizer(s) for conducting the Postal Ballot through the Remote E-voting process in a fair and transparent manner and they have communicated their acceptance to be appointed and they will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Based on the Scrutinizer's Report, the results of Remote E-voting will be announced on or before August 31, 2024. The declared Results along with Scrutinizer's Report will be available forthwith on the Company's website at - [www.scandent.in](http://www.scandent.in) and on RTA's website at - [evoting.purvashare.com](http://evoting.purvashare.com) and will also be communicated to the BSE Limited, being the Stock Exchange where equity shares of the Company are listed. Further, the same shall also be displayed for two days on the notice board of the Company at its Registered Office.

### **SPECIAL BUSINESSES:**

#### **1. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2018-19:**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 (the "**Act**") read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other's resources and reimbursement of expenses; (iii) Availing fund based support including loan / Inter-corporate deposits ('ICD'), in connection with loans availed and interest and other related expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2018-19, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or

contemplated in this Resolution, be approved, ratified, regularised, validated and confirmed in all respects.”

## **2. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2019-20**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 (the "**Act**") read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other's resources and reimbursement of expenses; (iii) Availing / Providing fund based support including loans / Inter-corporate deposits ('ICD') etc., in connection with loans availed /provided and interest and other related income / expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularised, validated and confirmed in all respects.”

## **3. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2020-21**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 (the "**Act**") read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other's resources and reimbursement of expenses; (iii) Availing / Providing fund based support including loans / Inter-corporate deposits ('ICD') etc., in connection with loans availed /provided and interest and other related income / expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2020-21, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularised, validated and confirmed in all respects."

#### **4. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2021-22**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 (the "**Act**") read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company be hereby approve, ratify, regularise, validate and confirm the Related Party

Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other's resources and reimbursement of expenses; (iii) Availing / Providing fund based support including loans / Inter-corporate deposits ('ICD') etc., in connection with loans availed /provided and interest and other related income / expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularised, validated and confirmed in all respects."

#### **5. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2022-23**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 (the "**Act**") read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other's resources and reimbursement of expenses; (iii) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements; (iv) Availing / Providing fund based support including loans / Inter-corporate deposits ('ICD') etc., in connection with loans availed

/provided and interest and other related income / expenses; (v) Any transfer of resources, services or obligations to meet its objectives / requirements; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2022-23, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularised, validated and confirmed in all respects.”

#### **6. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2023-24**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into and to continue with such Material Related Party Transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other’s resources and reimbursement of expenses; (iii) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements; (iv) Availing / Providing fund based support including loans / Inter-corporate deposits (‘ICD’) etc., in connection with loans availed /provided and interest and other related income / expenses; (v) Any transfer of resources, services or obligations to meet its objectives / requirements; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.



**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularised, validated and confirmed in all respects.”

#### **7. APPROVAL OF THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2024-25**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Sharing or usage of each other’s resources and reimbursement of expenses, licensing of technology / property; (ii) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements; (iii) Any transfer of resources, services or obligations to meet its objectives / requirements; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.”

#### **8. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and the Rules framed thereunder and other applicable laws and subject to the necessary approvals required, from the necessary authorities, if any, the consent of the members be and is hereby accorded for alteration in the Articles of Association of the Company by adding Clause 2(iii) after the existing Clause 2(ii) as follows:

“iii. Without derogating from the powers conferred under these Articles and Statute and subject to the provisions of the Companies Act, 2013 relating to issue of capital and rules and regulations made thereof from time to time, any further issue of capital (whether forming part of original capital or of any increased capital of the company) shall be offered to such persons (whether members or not) and on such terms and conditions through preferential issue on private placement by means of equity instruments including but not limited to equity shares, warrants, convertible debentures (whether fully or partly convertible, and whether mandatorily or optionally convertible), or any financial instruments with a provision for allotment of equity shares at a future date either through conversion, exchange or otherwise, and either at a premium or at par as may be determined at a General Meeting with full powers to give any person (whether a member or not) the option to call for or be allotted shares of any class of the Company at a premium or at par, as such General Meeting shall determine such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue of/ allotment of / disposal of any shares.”

**RESOLVED FURTHER THAT** the Managing Director or Company Secretary of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

#### **9. INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 75,00,00,000/- (Indian Rupees Seventy Five Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 125,00,00,000/- (Indian Rupees One Hundred and Twenty Five Crore only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each ranking *pari passu* in

all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

“V. The Authorized Capital of the Company is INR 125,00,00,000/- (Indian Rupees One Hundred and Twenty Five Crore only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each.”

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

#### 10. ISSUE OF SECURITIES ON A PREFERENTIAL BASIS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”) and/or any other statutory or regulatory authorities, including the BSE Limited (hereinafter referred to as “**Stock Exchange**”) on which the equity shares of the Company having face value of INR 10/- (Indian Rupees Ten only) each are listed (hereinafter collectively 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 approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to create, offer,

issue and allot from time to time in one or more tranches, up to 1,75,00,000 (One Crore Seventy Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of INR 10/- (Indian Rupees Ten only) each (“**Warrants**”) at a price of INR 11/- (Indian Rupees Eleven only) each payable in cash (“**Warrants Issue Price**”), aggregating up to INR 19,25,00,000/- (Indian Rupees Nineteen Crore Twenty Five Lakhs only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to proposed allottees/warrant holders as mentioned below (hereinafter referred to as “**Proposed Allottees**” or “**Warrant Holders**”), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the Explanatory Statement to this Resolution, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “**Preferential Issue**”).

<b>Sr.no.</b>	<b>Name of Proposed Allottee/Warrant Holder</b>	<b>No. of Warrants</b>
1.	Jeevan Jyoti Vanijya Limited	40,00,000
2.	Shree Bhuvnakaram Tradinvest Private Limited	40,00,000
3.	Shree Mallikarjun Trad Invest Private Limited	40,00,000
4.	Parklight Securities Private Limited	40,00,000
5	Dhwanil Saumil Bhavnagari	7,50,000
6	Saumil Arvind Bhavnagari	7,50,000
	<b>Total</b>	<b>1,75,00,000</b>

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants proposed to be allotted to the above mentioned allottees is July 30, 2024 being the date 30 (thirty) days prior to the last date for Remote E-Voting for Postal Ballot (date on which this Resolution, if approved by the Members through Postal Ballot, will be deemed to have been passed) i.e. August 29, 2024, and the Floor Price for the preferential issue on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulations is INR 10.81 (Indian Rupees Ten and Paise Eighty One only).

**RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the Explanatory Statement to this Resolution and as prescribed under applicable laws:

a) the Warrant Holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

b) the minimum amount of INR 2.75 (Indian Rupees Two and Paise Seventy Five only) per Warrant, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (“**Warrant Subscription Amount**”). The Warrant Holders will be required to make further payments of INR 8.25 (Indian Rupees Eight and Paise Twenty Five only) per Warrant, which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time

of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company ("**Warrant Exercise Amount**").

c) The respective Warrant Holders shall make payment of Warrant Subscription Amount and Warrant Exercise Amount from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;

d) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;

e) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

f) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

g) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant Holders any rights with respect to that of an equity shareholder of the Company;

h) the right attached to the Warrants may be exercised by the Warrant Holders, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("**Conversion Notice**") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("**Conversion Date**"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount from the Warrant Holders to the designated bank account of the Company;

i) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;

j) the Warrants allotted in terms of this Resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

k) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

l) The Warrant Holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant Holders.

m) In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of equity shares that are issued against the exercise of each Warrant and the price payable for such equity shares, shall be appropriately adjusted in a manner that, to the extent permitted by applicable laws, Warrant Holders: (a) receives such number of equity shares that Warrant Holders would have been entitled to receive; and (b) pays such consideration for such equity shares to the Company which Warrant Holders would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

(i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;

(ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above Resolution, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;

(iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;

(iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

(v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange(s), without

limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

(vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors) for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis;

(vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive;

(viii) to file the requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / equity shares to the respective dematerialised securities account of the Warrant Holders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this Resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this Resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this Resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects."

**By the order of the Board**

Date: July 30, 2024  
Place: Thane

**Sd/-  
Mohini Waghade  
Company Secretary and Compliance Officer  
ACS 68056**

**Notes:**

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) and 110 of the Act, read together with Rule 22 of the Rules and other applicable laws as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof are annexed hereto and forms part of this Notice.

2. In terms of the requirements provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the RTA/Depositories **as on Friday,**

**July 19, 2024 (“Cut-Off Date”)** and whose e-mail addresses are registered with the Company/RTA/ Depositories (in case of electronic shareholding). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off Date i.e. Friday, July 19, 2024.**

3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot by Remote E-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote E-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote E-voting is mentioned in Note no. 17 of this Notice.

5. The Remote E-voting shall commence on **Wednesday, July 31, 2024 at 9:00 a.m. (IST)** and shall end on **Thursday, August 29, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote E-voting module shall be disabled by the RTA for voting thereafter.

6. The Resolutions, if passed with requisite majority through Postal Ballot, will be deemed to be passed on the last date specified for Remote E-voting i.e. **Thursday, August 29, 2024.**

7. The Board of Directors has appointed Mr. Mukesh Siroya, Proprietor of M Siroya and Company, Company Secretaries (Membership No. FCS 5682, CP No. 4157) or failing him, Mrs. Bhavyata Acharya (Membership No. A25734; CP No. 21758), Practicing Company Secretary as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

8. The Scrutinizer will submit their report after scrutiny of the votes cast, on the result of the Postal Ballot on or before August 31, 2024. The Scrutinizer’s decision on the validity of votes cast will be final.

9. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at [www.scandent.in](http://www.scandent.in) and on the website of the RTA at [evoting.purvashare.com](http://evoting.purvashare.com) and the same shall be communicated to the Stock Exchange(s), where the equity shares of the Company are listed.

10. The Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members.

11. Members may download this Notice from the Company’s website at [www.scandent.in](http://www.scandent.in), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Members whose email address is not registered with the Depositories/RTA/Company, to receive the Notice may send their request at [evoting@purvashare.com](mailto:evoting@purvashare.com).

12. Dispatch of this Notice and the Explanatory Statement shall be published through an advertisement in one Regional Newspaper, widely circulated in Thane (in vernacular



language i.e., Marathi) and one English Newspaper circulated throughout India (in English Language) and shall be hosted at the Company's website at [www.scandent.in](http://www.scandent.in).

13. The votes in this Postal Ballot cannot be exercised through proxy.

14. Ms. Mohini Waghade, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Postal Ballot.

Contact details of the Company Secretary are as follows:

Name: Ms. Mohini Waghade

Designation: Company Secretary and Compliance Officer

Registered office: A-357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604

Email id: [csscandent@gmail.com](mailto:csscandent@gmail.com);

Phone No.: 022-4184 2222

If you have any queries or issues regarding Remote E-Voting from the E-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-49700138.

15. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of this Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [csscandent@gmail.com](mailto:csscandent@gmail.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.

16. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:

(I) This is to inform the Members that the Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.

(II) SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

(III) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

## 17. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on July 31, 2024 at 9:00 a.m. and ends on August 29, 2024 at 5:00 p.m. During this period, the Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically. The Remote E-voting module shall be disabled by the RTA for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the SEBI Listing Regulations, the listed entities are required to provide Remote E-voting facility to its Shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iii) Currently, there are multiple E-voting Service Providers ("EVSPs") providing E-voting facility to listed entities in India. This necessitates registration on various EVSPs and maintenance of multiple user IDs and passwords by the Shareholders.
- (iv) In order to increase the efficiency of the E-voting process, pursuant to a public consultation, it has been decided to enable E-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the EVSPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process.

### **Step 1 : Access through Depositories CDSL/NSDL E-voting system in case of individual shareholders holding shares in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-voting facility.

Pursuant to aforesaid SEBI Circular, Login method for E-voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as

	<p>per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the EVSP for casting your vote during the Remote E-voting period. Additionally, there is also links provided to access the system of all EVSPs, so that the user can visit the EVSP's website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from an E-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all EVSPs.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on "Access to E-voting" under E-voting services and you will be able to see E-voting page. Click on company name or EVSP's name and you will be re-directed to EVSP's website for casting your vote during the Remote E-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or EVSP name and you will be redirected to EVSP's website for casting your vote during the Remote E-voting period.</p>
<p>Individual Shareholders</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-</p>

(holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	voting facility. After Successful login, you will be able to see E-voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or EVSP's name and you will be redirected to EVSP's website for casting your vote during the Remote E-voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-4886 7000 and 022-2499 7000

## **Step 2 : Access through RTA's E-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) Login method for E-voting for the shareholders other than individual shareholders holding in Demat mode & shareholders holding shares in physical form.
  - (1) The shareholders should log on to the E-voting website <https://evoting.purvashare.com>.
  - (2) Click on "Shareholder/Member" module.
  - (3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001\*\*\* and EVENT is 8 then user ID is 8001\*\*\*
  - (4) If you are holding shares in demat mode and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier E-voting of any company, then your existing password is to be used.
  - (5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat mode other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both shareholders holding shares in demat mode or in physical form)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the Depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for Family Care Hospitals Limited on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) Facility for Non – Individual Shareholders and Custodians – Remote E-voting
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [siroyam@gmail.com](mailto:siroyam@gmail.com) and to the Company at the email address [csscandent@gmail.com](mailto:csscandent@gmail.com), if they have voted from individual tab & not uploaded same in the RTA's E-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's Email ID i.e. [csscandent@gmail.com](mailto:csscandent@gmail.com) or [evoting@purvashare.com](mailto:evoting@purvashare.com)
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting through Depository.

If you have any queries or issues regarding E-voting System of the RTA, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the “Act”) AND / OR REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”)**

As required by Section 102 of the Act, and the SEBI Listing Regulations, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 10 of the accompanying Notice dated July 30, 2024.

**Note for the Resolutions as set out in the Item No. 1, 2, 3, 4, 5, 6 and 7 of the Notice**

Pursuant to the applicable provisions of the Act, SEBI Listing Regulations and Company’s Policy on Related Party Transactions, the necessary details for each of the Related Party Transaction as applicable along with the justification were provided to the Audit Committee. Further, a Certificate from the Managing Director and Chief Financial Officer of the Company confirming that the Related Party Transactions were in the ordinary course of business of the Company and on arm’s length basis was also placed before the Audit Committee.

The Related Party Transactions placed for Members’ approval are specific in nature and have been approved by the Audit Committee and Board of Directors of the Company. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the Related Party Transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company. None of the Related Party Transactions, in any manner, were detrimental to the interest of minority shareholders. Going forward, the Company will become more vigilant and will seek prior approval from the shareholders, for the proposed Related Party Transactions.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolutions at Item No. 1, 2, 3, 4, 5, 6 and 7 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Pandoo Naig, Mr. Gautam Deshpande and Dr. Sowmya Deshpande and their relatives, are concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 1, 2, 3, 4, 5, 6 and 7 of the Notice.

The Board of Directors of the Company commends the Related Party Transactions of the Company as set out in Item No. 1, 2, 3, 4, 5, 6 and 7 of the Notice for approval, ratification, regularisation, validation and confirmation of/by the Members by way of Ordinary Resolutions.

## ITEM NO. 1

As per Regulation 23(4) of the SEBI Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Details of the Related Party Transactions entered during the Financial Year 2018-19 that require approval / ratification are given below:

Sr. No.	Description	Particulars		
1	Name of the related party	Onelife Capital Advisors Limited	Mr. Gautam Deshpande	Dealmoney Securities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company and relative of Director and Key Managerial Person is having significant influence	Promoter, Managing Director (resigned w.e.f. January 31, 2021) and Key Managerial Personnel	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing fund based support including loan / Inter-corporate deposits (ICD), in connection with loans availed and interest and other related expenses and sharing or usage of each other's resources and reimbursement of expenses	Availing fund based support including loan, in connection with loans availed and interest and other related expenses and sharing or usage of each other's resources and reimbursement of expenses	Availing / rendering of any services
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured loan amounting to INR 454 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	Unsecured Non-interest bearing loan amounting to INR 27.43 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.	Sale of Healthcare coupons amounting to INR 450 lakhs during the financial year 2018-19.
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 454 lakhs	INR 27.43 lakhs	INR 450 lakhs



8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	87.44%	5.30%	86.73%
9	Justification of the transaction	The Company had availed the financial assistance from the related parties on the need basis, in form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/exigencies.		Refer Note No. (I) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by the Independent Auditors		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Gautam Deshpande, Promoter, Managing Director, (resigned w.e.f. January 31, 2021) and Key Managerial Personnel; Dr. Sowmya Deshpande; Whole time Director (resigned w.e.f. April 4, 2021).		
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given			
A	Sources of funds	Not Applicable		
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	Not Applicable		
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured loan amounting to INR 454 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	Unsecured Non-interest bearing loan amounting to INR 27.43 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.	Not Applicable
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable		
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	78.94%	Not Applicable	5.72%

14	Any other relevant information	<p>These transactions entered during the financial year 2018-19 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>
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Note I:

The Company has sold the healthcare coupons to Dealmoney Securities Private Limited. These healthcare coupons provide the customer with access to various offers of the Company. The customer can avail the access to such offers the number of times both limited and unlimited depending upon the goods or services. The coupons include the benefits in the form of discount on the health packages with different tenure ranging from one to two years for an individual or a family of four that includes free OPD (Out Patient Department services) unlimited times in the tenure, Free Audio/ Video consultation, discount on medicines both generic and patent, Discount on the enquiries and medical tests, Free IPD (In-Patient Department services) treatment to some extent (limited by amount) during the currency of the health card. IPD includes surgery, bed charges, doctor consultation, medicine and consumables, pathology tests, tariff rates etc. These transactions have aided the growth of the business and turnover tremendously for the Company.

## ITEM NO. 2

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Details of the Related Party Transactions entered during the Financial Year 2019-20 that require approval / ratification are given below:

Sr. No.	Description	Particulars					
1	Name of the related party	Onelife Capital Advisors Limited	Mr. Gautam Deshpande	Dealmoney Securities Private Limited	Dealmoney Securities Private Limited	Dealmoney Distribution And E-Marketing Private Limited	
2	Nature of relationship	Promoter Group company	Promoter, Managing	Promoter Group company	Promoter Group company	Promoter Group company	

	[including nature of its interest financial or otherwise]]	and relative of Director and Key Managerial Person is having significant influence	Director (resigned w.e.f. January 31, 2021) and Key Managerial Personnel	and relative of Director and Key Managerial Person is having significant influence	and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses	Availing / Providing fund based support including loans, in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses; availing / rendering of any services; and sharing or usage of each other's resources and reimbursement of expenses	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses; availing / rendering of any services; and sharing or usage of each other's resources and reimbursement of expenses
4	Nature, duration / tenure, material terms, monetary value and particulars of contract / arrangement	Unsecured loan amounting to INR 129.40 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.	Unsecured Non-interest bearing loan amounting to INR 42.86 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.	(A) Unsecured loan amounting to INR 19.50 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.  (B) Sale of Healthcare coupons amounting to INR 55 lakhs during the financial year 2019-20.	(A) Unsecured Non-interest bearing loan amounting to INR 19 lakhs given for a period of one year (in one or more tranches) and repayable on demand.  (B) Sale of Healthcare coupons amounting to INR 329.60 lakhs during the financial year 2019-20.
5	Particulars of transactions	Same as above			
6	Tenure of transaction	One Year			
7	Value of the transaction	INR 129.40 lakhs	INR 42.86 lakhs	(A) INR 19.50 lakhs (B) INR 55 lakhs	(A) INR 19 lakhs (B) INR 329.60 lakhs

8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	9.12%	3.02%	(A) 1.37% (B) 3.88%	(A) 1.34% (B) 23.23%
9	Justification of the transaction	Refer Note No. (I) below		Refer Note No. (I) and (III) below	Refer Note No. (II) and (III) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by the Independent Auditors			
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Gautam Deshpande, Promoter, Managing Director, (resigned w.e.f. January 31, 2021) and Key Managerial Personnel; Dr. Sowmya Deshpande; Whole time Director (resigned w.e.f. April 4, 2021).			
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given				
A	Sources of funds	Not Applicable	Not Applicable	Not Applicable	Own funds
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured loan amounting to INR 129.40 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.	Unsecured Non-interest bearing loan amounting to INR 42.86 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.	(A) Unsecured loan amounting to INR 19.50 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.  (B) Not Applicable	(A) Unsecured Non-interest bearing loan amounting to INR 19 lakhs given for a period of one year (in one or more tranches) and repayable on demand.  (B) Not Applicable
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable	Not Applicable	(A) For the purpose of its principal / ancillary business activities

					(B) Not Applicable
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	15.57%	Not Applicable	(A) 0.18% (B) 0.51%	(A) 416.67% (B) 7,228.07%
14	Any other relevant information	<p>These transactions entered during the financial year 2019-20 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>			

Note I:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

Note II:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note III:

The Company has sold healthcare coupons to Dealmoney Securities Private Limited and Dealmoney Distribution And E-Marketing Private Limited. These healthcare coupons provide the customer with access to various offers of the Company. The customer can avail the access to such offers the number of times both limited and unlimited depending upon the goods or services. The coupons include the benefits in the form of discount on the health packages with different tenure ranging from one to two years for an individual or a family of four that includes free OPD (Out Patient Department services), Unlimited times in the tenure, Free Audio/ Video consultation, discount on medicines both generic and patent, Discount on the enquiries and medical tests, Free IPD (In-Patient Department services) treatment to some extent (limited by amount) during the currency of the health card. IPD includes surgery, bed charges, doctor consultation, medicine and consumables, pathology tests, tariff rates etc. These transactions have aided the growth of the business and turnover tremendously for the Company.

### ITEM NO. 3

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Details of the Related Party Transactions entered during the Financial Year 2020-21 that require approval / ratification are given below:

Sr. No.	Description	Particulars					
1	Name of the related party	Onelife Capital Advisors Limited	Mr. Gautam Deshpande	Dr. Sowmya Deshpande	Dealmoney Securities Private Limited	Dealmoney Distribution And E-Marketing Private Limited	
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter, Managing Director (resigned w.e.f. January 31, 2021) and Key Managerial Personnel	Whole time Director (resigned w.e.f. April 4, 2021)	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and sharing or usage of each other's resources and reimbursement of	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and sharing or usage of each other's resources and reimbursement of	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and sharing or usage of each other's resources and reimbursement of	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and sharing or usage of each other's resources and reimbursement of	Availing / rendering of any services; and sharing or usage of each other's resources and reimbursement of expenses	

		expenses	expenses	expenses	expenses	
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured loan amounting to INR 45 lakhs availed for a period of one year (in one of more tranches) at an interest rate of 12% p.a. and repayable on demand.	Unsecured Non-interest bearing loan amounting to INR 47.16 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.	Unsecured Non-interest bearing loan amounting to INR 25.15 lakhs given for a period of one year (in one or more tranches) and repayable on demand.	Unsecured loan amounting to INR 25.50 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on Demand.	Sale of Healthcare coupons amounting to INR 415 lakhs during the financial year 2020-21.
5	Particulars of transactions	Same as above				
6	Tenure of transaction	One Year				
7	Value of the transaction	INR 45 lakhs	INR 47.16 lakhs	INR 25.15 lakhs	INR 25.50 lakhs	INR 415 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	3.40%	3.56%	1.90%	1.93%	31.33%
9	Justification of the transaction	Refer Note No. (I) below	Refer Note No. (I) below	Refer Note No. (II) below	Refer Note No. (II) below	Refer Note No. (III) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by the Independent Auditors				
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Gautam Deshpande, Promoter, Managing Director, (resigned w.e.f. January 31, 2021) and Key Managerial Personnel; Dr. Sowmya Deshpande; Whole time Director (resigned w.e.f. April 4, 2021). Mr. Pandoo Naig, Director				
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given					
;A	Sources of funds	Not Applicable	Not Applicable	Owned funds	Owned funds	Not Applicable

B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
C	Terms of the loan, intercorporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured loan amounting to INR 45 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	Unsecured Non-interest bearing loan amounting to INR 47.16 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.	Unsecured Non-interest bearing loan amounting to INR 25.15 lakhs given for a period of one year (in one or more tranches) and repayable on demand.	Unsecured loan amounting to INR 25.50 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on Demand.	Not Applicable
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable	Not Applicable	For the purpose of its principal / ancillary business activities	Not Applicable
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	6.45%	Not Applicable	Not Applicable	17.13%	0.44%
14	Any other relevant information	These transactions entered during the financial year 2020-21 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.				



	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
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Note I:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

Note II:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note III:

The Company has sold healthcare coupons to Dealmoney Distribution And E-Marketing Private Limited. These healthcare coupons provide the customer with access to various offers of the Company. The customer can avail the access to such offers the number of times both limited and unlimited depending upon the goods or services. The coupons include the benefits in the form of discount on the health packages with different tenure ranging from one to two years for an individual or a family of four that includes free OPD (Out Patient Department services), Unlimited times in the tenure, Free Audio/ Video consultation, discount on medicines both generic and patent, Discount on the enquiries and medical tests, Free IPD (In-Patient Department services) treatment to some extent (limited by amount) during the currency of the health card. IPD includes surgery, bed charges, doctor consultation, medicine and consumables, pathology tests, tariff rates etc. These transactions have aided the growth of the business and turnover tremendously for the Company.

**ITEM NO. 4**

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Details of the Related Party Transactions entered during the Financial Year 2021-22 that require approval / ratification are given below:

Sr. No	Description	Particulars				
1	Name of the related party	Onelife Capital Advisors Limited	Mr. Gautam Deshpande	Dr. Sowmya Deshpande	Dealmoney Distribution And E-Marketing Private Limited	Dealmoney Securities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter and Key Managerial Personnel	Whole time Director (resigned w.e.f. April 4, 2021) and relative of Key Managerial Personnel	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and and Sharing or usage of each other's resources and reimbursement of expenses	Availing / Providing fund based support including loans, in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses	Availing / Providing fund based support including loans, in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses	Availing / rendering of any services; and sharing or usage of each other's resources and reimbursement of expenses	Availing / rendering of any services; and sharing or usage of each other's resources and reimbursement of expenses

4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured loan amounting to INR 969.37 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	(A) Unsecured Non-interest bearing loan amounting to INR 40.24 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) Reimbursement of expenses incurred on behalf of the Company amounting to INR 17.25 lakhs	(A) Unsecured Non-interest bearing loan amounting to INR 21.20 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) Reimbursement of expenses incurred on behalf of the Company amounting to INR 17.25 lakhs	Purchase of Discount coupons amounting to INR 1,245 lakhs during the financial year 2021-22.	Sale of Healthcare coupons amounting to INR 1,960 lakhs during the financial year 2021-22.
5	Particulars of transactions	Same as above				
6	Tenure of transaction	One Year				
7	Value of the transaction	INR 969.37 lakhs	(A) INR 40.24 lakhs (B) INR 17.25 lakhs	(A) INR 21.20 lakhs (B) INR 17.25 lakhs	INR 1,245 lakhs	INR 1,960 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	27.42%	(A) 1.14% (B) 0.49%	(A) 0.60% (B) 0.49%	35.21%	55.44%
9	Justification of the transaction	Refer Note No. (I) below	Refer Note No. (II) below		Refer Note No. (III) below	
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by the Independent Auditors				
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Gautam Deshpande, Chief Executive Officer, Key Managerial Personal (w.e.f. April 26, 2021) and Promoter Dr. Sowmya Deshpande, Whole time Director (upto April 4, 2021) Mr. Pandoo Naig, Managing Director and Key Managerial Personal (w.e.f. April 26, 2021)				
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given					

A	Sources of funds	Owned funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness</li> </ul>	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
C	Terms of the loan, intercorporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured loan amounting to INR 969.37 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	(A) Unsecured Non-interest bearing loan amounting to INR 40.24 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) Not Applicable	(A) Unsecured Non-interest bearing loan amounting to INR 21.20 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) Not Applicable	Not Applicable	Not Applicable
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For the purpose of its principal/ancillary business activities	Not Applicable	Not Applicable	Not Applicable	Not Applicable
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	213.53%	Not Applicable	Not Applicable	47.59%	433.03%
14	Any other relevant information	<p>These transactions entered during the financial year 2021-22 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>				

Note I:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note II:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies. The Company provided the financial assistance to the promoter Mr. Gautam Deshpande and Dr. Sowmya Deshpande, in the form of reimbursement of expenses / business support services or any other transfer of resources / services / obligations.

Note III:

The Company purchased the discount coupons from Dealmoney Distribution And E-Marketing Private Limited. These discount coupons provide the customer with access to various offers of the Company. The customer can avail the access to such offers the number of times both limited and unlimited depending upon the goods or services.

These bundles of discount coupons include benefits in the form of discount in restaurants on food and beverages, Hotel on room booking, Pub, Bar and Restaurants, Health, Beauty, Fitness, Spa treatment, Gym packages, Hospitals and Clinics, Hair treatment, Optics on framed glasses, Apparels and Jewelry, Furniture, Décor, Electronic item of different range, Florist – Discount on bill, etc.

The Company after buying the above discount coupons added the healthcare services / packages with different tenure ranging from one to two years for an individual or a family of four that includes free OPD (Out Patient Department services) unlimited times in the tenure, Free Audio/ Video consultation, discount on medicines both generic and patent, Discount on the enquiries and medical tests, Free IPD (In-Patient Department services) treatment to some extent (limited by amount) during the currency of the health card, IPD includes surgery, bed charges, doctor consultation, medicine and consumables, pathology tests, tariff rates etc. and sold the healthcare coupons to Dealmoney Securities Private Limited. These transactions have aided the growth of the business and turnover tremendously for the Company.

## ITEM NO. 5

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Details of the Related Party Transactions entered during the Financial Year 2022-23 that require approval / ratification are given below:

Sr. No	Description	Particulars						
1	Name of the related party	Onelife Capital Advisors Limited	Mr. Gautam Deshpande	Dr. Sowmya Deshpande	Dealmoney Securities Private Limited	Dealmoney Distribution And E-Marketing Private Limited	Dealmoney Commodities Private Limited	
2	Nature of relationship [including nature of its interest financial or otherwise)]	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter, and Key Managerial Personnel	Promoter Group and relative of Key Managerial Personnel	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses, any transfer of resources, services	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and	Availing / rendering of any services and sharing or usage of each other's resources and reimbursement of expenses	Availing / rendering of any services; and sharing or usage of each other's resources and reimbursement of expenses	Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements and Any transfer of resources, services or	

		related income / expenses and and Sharing or usage of each other's resources and reimbursement of expenses	or obligations to meet its objectives / requirements and Sharing or usage of each other's resources and reimbursement of expenses	Sharing or usage of each other's resources and reimbursement of expenses			obligations to meet its objectives / requirements
4	Nature, duration / tenure, material terms, monetary value and particulars of contract / arrangement	Unsecured loan amounting to INR 570.74 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	(A) Unsecured Non-interest bearing loan amounting to INR 93.37 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) assignment of identified creditors amounting to INR 120.90 lakhs with an option to the creditors to settle their outstanding dues against transfer of equity shares of the Company held by Mr. Gautam Deshpande  (C) Reimbursement of expenses incurred on behalf of the Company amounting to INR 15.80 lakhs	(A) Unsecured Non-interest bearing loan amounting to INR 4.30 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) Reimbursement of expenses incurred on behalf of the Company amounting to INR 15.80 lakhs	Purchase of Discount coupons amounting to INR 1,008 lakhs during the financial year 2022-23.	(A) Purchase of Discount coupons amounting to INR 250 lakhs during the financial year 2022-23.  (B) Sale of Healthcare coupons amounting to INR 2,317 lakhs during the financial year 2022-23.	Leave and license arrangement for the office premises situated at Plot No. A356 and A357 in the Thane Industrial Area (Within Wagle Industrial area) Panch Pakhdi Taluka, Thane for a period of 6 year (lock-in period 6 years) at a license fees amounting to INR 50,000 per month and security deposit of INR 700 lakhs.
5	Particulars	of	Same as above				

	transactions	
6	Tenure of transaction	One Year



7	Value of the transaction	INR 570.74 lakhs	(A) INR 93.37 lakhs (B) INR 120.90 lakhs (C) INR 15.80 lakhs	(A) INR 4.30 lakhs (B) INR 15.80 lakhs	INR 1,008 lakhs	(A) INR 250 lakhs (B) INR 2,317 lakhs	License fees INR 50,000 per month and Security deposit of INR 700 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	13.57%	(A) 2.22% (B) 2.87% (C) 0.38%	(A) 0.10% (B) 0.38%	23.96%	(A) 5.94% (B) 55.08%	16.64%
9	Justification of the transaction	Refer Note No. (I) below	Refer Note No. (II) below		Refer Note No. (III) below		Refer Note No. (IV) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by the Independent Auditors					
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig, Managing Director and Key Managerial Personal Mr. Gautam Deshpande, Chief Executive Officer, Key Managerial Personal and Promoter					
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given						
A	Sources of funds	Own fund	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

C	Terms of the loan, inter- corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured loan amounting to INR 570.74 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	(A) Unsecured Non-interest bearing loan amounting to INR 93.37 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) Not Applicable  (C) Not Applicable	(A) Unsecured Non-interest bearing loan amounting to INR 4.30 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) Not Applicable	Not Applicable	Not Applicable	Not Applicable
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For the purpose of its principal/ancill ary business activities	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	139.81%	Not Applicable	Not Applicable	48.09%	(A) 19.30% (B) 178.80%	Not Available
14	Any other relevant information	<p>These transactions entered during the financial year 2022-23 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>					

Note I:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note II:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies. The Company provided the financial assistance to the promoter Mr. Gautam Deshpande and Dr. Sowmya Deshpande, in the form of reimbursement of expenses / business support services or any other transfer of resources / services / obligations.

The Company was facing liquidity crunch and to settle its dues payable in the normal course of business, have proposed that the identified creditors may be offered fully paid up equity shares of the Company from the Promoter and CEO, Mr. Gautam Deshpande against their receivables.

The Audit Committee and the Board at their respective meetings held on 29th June 2022 had approved the assignment of payables to Mr. Gautam Deshpande. Identified creditors have provided their consent through letters for the assignment of their payables to Mr. Gautam Deshpande. However, there were only 2 creditors who have carried out the proposed scheme and have received shares against their dues. Other creditors, despite giving consent letters, were not ready to fulfil the obligation. Company may carry out the transaction in future as and when deemed fit with the renewed consent of creditors. No payments made to Mr. Gautam Deshpande regarding these transactions.

Note No. III

A. The Company purchased discount coupons from Dealmoney Securities Private Limited and Dealmoney Distribution And E-Marketing Private Limited. These discount coupons provide the customer with access to various offers of the Company. The customer can avail the access to such offers the number of times both limited and unlimited depending upon the goods or services.

These bundles of discount coupons include benefits in the form of discount in restaurants on food and beverages, Hotel on room booking, Pub, Bar and Restaurants, Health, Beauty, Fitness, Spa treatment, Gym packages, Hospitals and Clinics, Hair treatment, Optics on framed glasses, Apparels and Jewelry, Furniture, Décor, Electronic item of different range, Florist – Discount on bill, etc.

The Company after buying the above discount coupons added the healthcare services / packages with different tenure ranging from one to two years for an individual or a family of four that includes free OPD (Out Patient Department services) unlimited times in the tenure, Free Audio/ Video consultation, discount on medicines both generic and patent, Discount on the enquiries and medical tests, Free IPD (In-Patient Department services) treatment to some extent (limited by amount) during the currency of the health card, IPD includes surgery, bed charges, doctor consultation, medicine and consumables, pathology tests, tariff rates etc. and sold the healthcare coupons to Dealmoney Distribution And E-Marketing Private Limited. These transactions have aided the growth of the business and turnover tremendously for the Company.

Note IV:

The Company has entered into Leave and license arrangement for the office premises situated at Plot No. A356 and A357 in the Thane Industrial Area (Within Wagle Industrial area) Panch Pakhdi Taluka, Thane for a period of 6 year (lock-in period 6 years) at a license fees amounting to INR 50,000 per month and Security deposit of INR 700 lakhs from M/s. Dealmoney Commodities Private Limited from 29th March 2023. In accordance with the legal advice sought, it is a common market practice to either have rent at market rate with a nominal deposit or to take a heavy deposit (and earn interest thereon or reduce your cost of borrowings) and then rent out at a nominal license fee. The transaction is purely commercial decision taken by the Company with consensus of Board.

#### ITEM NO. 6

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Details of the Related Party Transactions entered during the Financial Year 2023-24 that require approval / ratification are given below:

Sr. No.	Description	Particulars						
1	Name of the related party	Onelife Capital Advisors Limited	Mr. Gautam Deshpande	Dr. Sowmya Deshpande	Doctors Dental Services Limited	Dealmoney Distribution And E-Marketing Private Limited	Dealmoney Commodities Private Limited	

2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter, and Key Managerial Personnel	Promoter Group and relative of Promoter and Director	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses	Sharing or usage of each other's resources and reimbursement of expenses	Sharing or usage of each other's resources and reimbursement of expenses, and any transfer of resources, services or obligations to meet its objectives / requirements	Availing / rendering of any services; and sharing or usage of each other's resources and reimbursement of expenses	Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements, Any transfer of resources, services or obligations to meet its objectives / requirements and Sharing or usage of each other's resources and reimbursement of expenses
4	Nature, duration / tenure, material terms, monetary value and particulars of contract /arrangement	Unsecured loan amounting to INR 707.08 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and	(A) Unsecured Non-interest bearing loan amounting to INR 14.97 lakhs availed for a period of one year (in one or more tranches) and repayable on	Reimbursement of expenses incurred on behalf of the Company amounting to INR 22.49 lakhs	Regulatory and statutory payments/ reimbursements on behalf of the Doctors Dental Services Ltd. amounting to INR 1.50 lakhs	(A) Purchase of Discount coupons amounting to INR 1,030 lakhs during the financial year 2023-24. (B) Sale of Healthcare	(A) Leave and license arrangement for the office premises situated at Plot No. A356 and A357 in the Thane Industrial Area (Within Wagle Industrial area) Panch Pakhdi Taluka, Thane for a period of 6

		repayable on demand.	demand.  (B) Reimbursement of expenses incurred on behalf of the Company amounting to INR 22.49 lakhs			coupons amounting to INR 1,905 lakhs during the financial year 2023-24.	year (lock-in period 6 years) at a license fees amounting to INR 50,000 per month.  (B) Reimbursements of utility bill expenditure incurred by the Company for the office premises occupied by the Company under Leave and license arrangement with Dealmoney Commodities Private Ltd. amounting to INR 73.19 lakhs
5	Particulars of transactions	Same as above					
6	Tenure of transaction	One Year					
7	Value of the transaction	INR 707.08 lakhs	(A) INR 14.97 lakhs (B) INR 22.49 lakhs	INR 22.49 lakhs	INR 1.50 lakhs	(A) INR 1,030 lakhs (B) INR 1,905 lakhs	(A) INR 6.00 lakhs (B) INR 73.19 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the	15.24%	(A) 0.38% (B) 0.53%	0.53%	0.04%	(A) 21.78% (B) 40.28%	(A) 0.15% (B) 1.74%

	transaction						
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9	Justification of the transaction	Refer Note No. (I) below	Refer Note No. (II) below	Refer Note No. (III) below	Refer Note No. (IV) below	Refer Note No. (V) below	
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by the Independent Auditors					
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig, Managing Director and Key Managerial Personal Mr. Gautam Deshpande, Chief Executive Officer, Key Managerial Personal and Promoter					
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given						
A	Sources of funds	Owned funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
B	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured loan amounting to INR 707.08 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	(A) Unsecured Non-interest bearing loan amounting to INR 14.97 lakhs availed for a period of one year (in one or more tranches) and repayable on demand.  (B) Not	Not Applicable	Not Applicable	Not Applicable	Not Applicable

			Applicable				
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For the purpose of its principal/ ancillary business activities	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	159.10%	Not Applicable	Not Applicable	Not Available	Not Available	Not Available
14	Any other relevant information	<p>These transactions entered during the financial year 2023-24 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>					

Note I:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note II:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies. The Company provided the financial assistance to the promoter Mr. Gautam Deshpande and Dr. Sowmya Deshpande, in the form of reimbursement of expenses / business support services or any other transfer of resources / services / obligations.

Note III:



Doctors Dental Services Limited is one of the promoter group companies. It is incorporated in 2011 and the current Directors are the following: Mr. Gautam Deshpande, Dr. Sowmya Deshpande and Mr. Pandoo Naig. The Company has provided financial assistance to the Company in form of incurring expenditures related to statutory compliances filing on behalf of the Company.

#### Note No. IV

The Company purchased the discount coupons from the Dealmoney Distribution And E-Marketing Private Limited. These discount coupons provide the customer with access to various offers of the Company. The customer can avail the access to such offers the number of times both limited and unlimited depending upon the goods or services.

These bundles of discount coupons include benefits in the form of discount in restaurants on food and beverages, Hotel on room booking, Pub, Bar and Restaurants, Health, Beauty, Fitness, Spa treatment, Gym packages, Hospitals and Clinics, Hair treatment, Optics on framed glasses, Apparels and Jewelry, Furniture, Décor, Electronic item of different range, Florist – Discount on bill, etc.

The Company after buying the above discount coupons added the healthcare services / packages with different tenure ranging from one to two years for an individual or a family of four that includes free OPD (Out Patient Department services) unlimited times in the tenure, Free Audio/ Video consultation, discount on medicines both generic and patent, Discount on the enquiries and medical tests, Free IPD (In-Patient Department services) treatment to some extent (limited by amount) during the currency of the health card, IPD includes surgery, bed charges, doctor consultation, medicine and consumables, pathology tests, tariff rates etc. and sold the healthcare coupons to Dealmoney Distribution And E-Marketing Private Limited. These transactions have aided the growth of the business and turnover tremendously for the Company.

#### Note No. V

The Company has entered into Leave and license arrangement for the office premises situated at Plot No. A356 and A357 in the Thane Industrial Area (Within Wagle Industrial area) Panch Pakhdi Taluka, Thane for a period of 6 years (lock-in period 6 years) at a license fees amounting to INR 50,000 per month from M/s. Dealmoney Commodities Private Limited from 29th March 2023.

The Company has made reimbursements of the utility bills expenditures for the office premise occupied to the M/s. Dealmoney Commodities Private Limited.

#### **ITEM NO. 7**

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Details of the Related Party Transactions proposed to be entered during the Financial Year 2024-25 that require approval are given below:

Sr. No	Description	Particulars					
1	Name of the related party	Onelife Capital Advisors Limited	Mr. Gautam Deshpande	Dealmoney Distribution And E-Marketing Private Limited	Doctors Dental Services Limited	Dealmoney Commodities Private Limited (Merged with Dealmoney Securities Private Limited)	Dealmoney Real Estate Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise)]	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter, and Key Managerial Personnel	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence	Promoter Group company and a company wherein Directors and Key Managerial Persons have significant influence.
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed	Availing / rendering of any services; sharing or usage of each other's resources and reimbursement of expenses; and any transfer of resources, services	Sharing or usage of each other's resources and reimbursement of expenses, licensing of technology / property; purchase / sale / transfer / exchange / lease of business assets to meet the	Any transfer of resources, services or obligations to meet its requirements	Sharing or usage of each other's resources and reimbursement of expenses, licensing of technology / property; purchase / sale / transfer / exchange / lease of business

		/provided and interest and other related income / expenses	/provided and interest and other related income / expenses/ reimbursements	or obligations to meet its objectives / requirements	business objectives and requirements; and any transfer of resources, services or obligations to meet its objectives / requirements.		assets to meet the business objectives and requirements; and any transfer of resources, services or obligations to meet its objectives / requirements.
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4	Nature, duration / tenure, material terms, monetary value and particulars of contract/ arrangement	Unsecured loan amounting to INR 1,000 lakhs to be given or availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	Unsecured Non-interest bearing loan amounting to INR 15 lakhs to be availed for a period of one year (in one or more tranches) and repayable on demand.	(A) Purchase and/or sale of Discount coupons amounting to INR 4,000 lakhs during the financial year 2024-25.  (B) Generation of 100,000 gross leads/ business prospects for the period of 12 months amounting to INR 400 lakhs	Regulatory and statutory payments / reimbursements on behalf of the Doctors Dental Services Ltd. upto INR 5.00 lakhs	Reimbursements of utility bill expenditure to be incurred by the Company for the office premises occupied by it under Leave and license arrangement with Dealmoney Commodities Private Ltd.	Construction of owned hospital for the Company in Mira Road, Thane, Maharashtra in an approximately 15,000 sq. ft. at the rate of INR 15,000 per sq. ft. aggregating to INR 22.50 crore out of which the Company might have to pay approximately INR 15 crore as advance immediately and the balance will be paid from time to time as per the progress of the construction in the next 36 months.
5	Particulars of transactions	Same as above					
6	Tenure of transaction	One Year				Six years	36 months
7	Value of the transaction	INR 1,000 lakhs	INR 15 lakhs	(A) INR 4,000 lakhs (B) INR 400 lakhs	INR 5 lakhs	INR 1,000 lakhs	INR 2,250 lakhs

8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	25.00%	0.37%	(A) 99.98% (B) 10.00%	0.12%	25.00%	56.24%
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9	Justification of the transaction	Refer Note No. (I) below	Refer Note No. (II) below	Refer Note No. (III) below	Refer Note No. (IV) below	Refer Note No. (V) below	Refer Note No. (VI) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	The related party transactions will be in line with the Company's Policy on Related Party Transactions. These transactions will be on arm's length basis and in the ordinary course of business. The related party transaction will be supported by the Valuation Report of an Independent valuer, wherever necessary.					
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig, Managing Director and Key Managerial Personal Mr. Gautam Deshpande, Chief Executive Officer, Key Managerial Personal and Promoter					
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given						
A	Sources of funds	Owned funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured loan amounting to INR 1,000 lakhs to be given or availed for a	Unsecured Non-interest bearing loan amounting to INR 15 lakhs to be availed for a period of	Not Applicable	Not Applicable	Not Applicable	Not Applicable

		period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	one year (in one or more tranches) and repayable on demand.				
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For the purpose of its principal/ ancillary business activities	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	27.03%	Not Available	(A) 238.64% (B) 23.86%	Not Available	46.44%	Not Available
14	Any other relevant information	<p>These transactions proposed to be entered during the financial year 2024-25 are to be at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group will not derive any disproportionate economic benefit from the said transactions and the commercial terms of the transactions are in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>					

Note I:

The Company intends to provide / avail the financial assistance to/from the related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances are proposed to be made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note II:

The Company intends to avail the financial assistance from the promoter Mr. Gautam Deshpande on the need basis, in the form of unsecured loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

#### Note III:

The Company intends to purchase the discount coupons from the Dealmoney Distribution And E-Marketing Private Limited. These discount coupons provide the customer with access to various offers of the Company. The customer can avail the access to such offers the number of times both limited and unlimited depending upon the goods or services.

These bundles of discount coupons include benefits in the form of discount in restaurants on food and beverages, Hotel on room booking, Pub, Bar and Restaurants, Health, Beauty, Fitness, Spa treatment, Gym packages, Hospitals and Clinics, Hair treatment, Optics on framed glasses, Apparels and Jewelry, Furniture, Décor, Electronic item of different range, Florist – Discount on bill, etc.

The Company after buying the above discount coupons, add the healthcare services / packages with different tenure ranging from one to two years for an individual or a family of four that includes free OPD (Out Patient Department services) unlimited times in the tenure, Free Audio/ Video consultation, discount on medicines both generic and patent, Discount on the enquiries and medical tests, Free IPD (In-Patient Department services) treatment to some extent (limited by amount) during the currency of the health card, IPD includes surgery, bed charges, doctor consultation, medicine and consumables, pathology tests, tariff rates etc. and sell the healthcare coupons to Dealmoney Distribution And E-Marketing Private Limited.

Dealmoney Distribution and E-Marketing Private Limited (DDEPL) is one of the related party Company servicing business projects in the areas of marketing, business development, sales and ecommerce lead generation and other service activities over the past few years. DDEPL has entered into MOU with the Company for the following: 1. Content Planning, Creation and Execution for Social Media Channels of the Company 2. Planning, Improving and Delivering on the website ranking and mobile application downloads through macro planning and execution by DDEPL 3. Generate gross lead/ business prospect (in terms of providing of potential patient names and their basic contact details- either Mobile Number or Email ID) of 100,000 in the formats as instructed and advised by the Company.

These 100,000 will be supplied to the Company within the next 12 months and for these deliverables, consideration was decided as follows: Net Payment of INR 400/- per prospect (excludes all incidental and applicable tax) to a maximum of 100,000 leads aggregating to INR 4,00,00,000/- (Indian Rupees Four Crores only) in stages.

#### Note No. IV

Doctors Dental Services Limited is one of the promoter group companies. It was incorporated in 2011 and the current Directors are the following: Mr. Gautam Deshpande, Dr. Sowmya Deshpande and Mr. Pandoo Naig. The Company has not carried out Annual Filing of the Company under ROC compliances from the FY 2021 along with some other regulatory filings and intends to complete the filing. The expenditures will be incurred by the Company on behalf of Doctors Dental Services Limited in lieu of the receipt of the deposits of clinics/dental centres run by the Doctors Dental Services Limited across Mumbai.

#### Note V:

The Company has entered into Leave and license arrangement for the office premises situated at Plot No. A356 and A357 in the Thane Industrial Area (Within Wagle Industrial area) Panch Pakhdi Taluka, Thane for a period of 6 years (lock-in period 6 years) at a license fees amounting to INR 50,000 per month from M/s. Dealmoney Commodities Private Limited from the FY 2023-24. The Company will be making reimbursements of the utility bills

expenditures for the office premise occupied to the M/s. Dealmoney Commodities Private Limited for the period of 6 years.

Note VI:

The Company is currently running its hospital located at Mira Road, Thane, Maharashtra on operation and management basis. Now, it is intended to have its own and managed hospital. In the process, the Company has come to knowledge that of sister concern Dealmoney Real Estate Private Limited is in the business of construction activities and is in the process of developing in and around Mira Road 1 lac sq. ft. construction area.

The Company has requested Dealmoney Real Estate Private Limited to construct the hospital of approximately 15,000 sq. ft. at the rate of INR 15,000 per sq. ft. aggregating to INR 22.50 crore out of which the Company might have to pay approximately INR 15 crore as advance immediately and the balance will be paid from time to time as per the progress of the construction in the next 36 months. The Company has verified the constructed property's rate around INR 15,000-20,000 per sq. ft. built up area in the vicinity of Mira Road.

#### **ITEM NO.8**

The Company proposes to issue such securities as may be approved by the Board, including equity shares, Warrants or any other instruments convertible into or exchangeable for equity shares of the Company (including warrants convertible into or exchangeable for equity shares, compulsorily convertible preference shares or compulsorily convertible debentures or any combination thereof) ("equity securities"), on a preferential basis, and either on a fully paid or partly paid basis. As per Rule 13 (2) (a) of the Companies (Share Capital and Debentures) Rules, 2014, such an issue has to be authorised by the Articles of Association of the Company. Hence, the Articles of Association of the Company are proposed to be amended to incorporate a provision authorising the issuance of such equity securities convertible into or exchangeable for equity shares of the Company by way of a special resolution.

A copy of the Articles of Association of the Company, as proposed to be amended, will be available electronically for inspection by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board of Directors of the Company commends Alteration of Articles of Association of the Company as set out in Item No. 8 of the Notice for approval of the Members by way of a Special Resolution.

#### **ITEM NO. 9**

The present Authorised Share Capital of the Company is INR 75,00,00,000/- (Indian Rupees Seventy Five Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on February 20, 2024, had accorded its approval for increasing the Authorised Share Capital from INR 75,00,00,000/- (Indian Rupees Seventy Five Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) to INR 125,00,00,000/- (Indian Rupees One Hundred and Twenty



Five Crore only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each, subject to the shareholders' approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

“V. The Authorised Capital of the Company is INR 125,00,00,000/- (Indian Rupees One Hundred and Twenty Five Crore only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each.”

A copy of the Memorandum of Association of the Company, as proposed to be amended, will be available electronically for inspection by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board of Directors of the Company commends Alteration of Articles of Association of the Company as set out in Item No. 9 of the Notice for approval of the Members by way of Ordinary Resolution.

#### ITEM NO.10

The Board of Directors of the Company (“**Board**”) and the Preferential Allotment Committee of the Board have approved raising of funds aggregating upto INR 19,25,00,000/- (Indian Rupees Nineteen Crore Twenty Five Lakhs only) by way of issuance of upto 1,75,00,000 (One Crore Seventy Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- each (Indian Rupees Ten only) (“**Warrants**”) at a price of INR 11/- (Indian Rupees Eleven only) each payable in cash (“**Warrants Issue Price**”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the proposed allottees / warrant holders as mentioned below (referred to as the “**Proposed Allottees**” or “**Warrant Holders**”), by way of a preferential issue through private placement offer (the “**Preferential Issue**”):

Sr.no.	Name of Proposed Allottee/Warrant Holder	No. of Warrants
1.	Jeevan Jyoti Vanijya Limited	40,00,000
2.	Shree Bhuvnakaram Tradinvest Private Limited	40,00,000
3.	Shree Mallikarjun Trad Invest Private Limited	40,00,000
4.	Parklight Securities Private Limited	40,00,000
5	Dhwanil Saumil Bhavnagari	7,50,000
6	Saumil Arvind Bhavnagari	7,50,000
	<b>Total</b>	<b>1,75,00,000</b>

In this regard, the Board, pursuant to its resolution dated July 12, 2024, has noted and accepted the application letter dated July 11, 2024 issued by the Proposed Allottees, to the Company for investment in 1,75,00,000 (One Crore Seventy Five Lakhs) Warrants of the Company, subject to customary closing conditions.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended from time to time, approval of the Members of the Company by way of a Special Resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating upto INR 19,25,00,000/- (Indian Rupees Nineteen Crore Twenty Five Lakhs only) by way of issuance of upto 1,75,00,000 (One Crore Seventy Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- (Indian Rupees Ten only) each at a price of INR 11/- (Indian Rupees Eleven only) each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

#### **i) Objects of the Issue**

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

- (a) Growth Objectives of the Company: The Company shall utilize at least 75% of the Issue Proceeds to meet the funding requirements and growth objectives of the Company such as to acquire or take on lease the land parcel(s) and/or to build/construct and commission new hospital(s), to acquire the existing hospital(s) or to buy the hospital business (with or without property) by way of acquiring controls in any manner in the firm, company, body corporate, trust or entity owning and operating such hospital(s) by making investments of any percentage in such entity(ies) or to enter into any arrangement including buying of equipments (new and old), payment of rental deposits, advance rentals, royalty, acquiring the member database, technologies, business of doctors etc. and to fund capital expenditure pertaining to the plant and machineries, equipments, furniture & fixtures etc., in relation to the acquisition of the new hospitals/land etc. and expansion of the online/offline medicine and diagnostic business, sale of healthcards, tele-consultancy, Outpatient Department (“OPD”) through online or through clinics and in such manner and proportion as may be decided by the Board from time to time, in compliance with applicable laws.
- (b) General Corporate Purpose: upto 25% (Twenty-Five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

(collectively referred to below as the “**Objects**”)

## Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (in INR)	Tentative timeline for utilisation of Issue Proceeds from the date of receipt of funds
1	Growth Objectives	At least INR 14,43,75,000/-	Within 18 months from the date of receipt of the funds
2	General Corporate Purpose	Upto INR 4,81,25,000/-	Within 18 months from the date of receipt of the funds

*\* Assuming conversion of all the Warrants into equivalent number of Equity Shares, and receipt of the money on such conversion.*

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 18 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

## Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds in compliance with all applicable laws. Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, *inter alia*, invest the Issue Proceeds in money market instruments including

money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

## **ii) Relevant Date**

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is Tuesday, July 30, 2024 i.e. being the preceding working day to the date 30 (thirty) days prior to the date of passing of this resolution being the last date of Remote E-voting i.e. August 29, 2024.

## **iii) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board, at its meeting held on July 12, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 1,75,00,000 (One Crore Seventy Five Lakhs) Warrants to the Proposed Allottees, each for a cash consideration, by way of a preferential issue on a private placement basis.

## **iv) Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued**

Up to 1,75,00,000 (One Crore Seventy Five Lakhs) Warrants, at a price of INR 11/- (Indian Rupees Eleven only) per Warrant aggregating up to INR 19,25,00,000/- (Indian Rupees Nineteen Crore Twenty Five Lakhs only), such price being not less than the floor price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

## **v) Basis or justification for the price (including the premium, if any) has been arrived at**

In terms of the SEBI ICDR Regulations, the floor price at which the Warrants can be issued is INR 10.81/- (Indian Rupees Ten and Paise Eighty One only) per Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date;
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date.
- c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The Proposed Preferential Issue is not expected to result in a change in control of the Company. Pursuant to Regulation 166A of the SEBI ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Preferential Issue. In compliance thereof, the Company has obtained a valuation report dated July 29, 2024, from FCA Neeraj Agarwal, Independent Registered Valuer (Registration No.: IBBI/RV/06/2019/10560), for determining the floor price for the Preferential Issue (referred to below as the “**Valuation Report**”). As per the Valuation Report, the floor price per equity share of the Company is INR 10.81/- (Indian Rupees Ten

and Paise Eighty One only). The Valuation Report is available on the website of the Company at <http://www.scandent.in>.

The price per Warrant to be issued pursuant to the Preferential Issue is fixed at INR 11/- (Indian Rupees Eleven only) per Warrant, being a price that is not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price, then it shall undertake such recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

**vi) Amount which the company intends to raise by way of such securities**

Aggregating up to INR 19,25,00,000/- (Indian Rupees Nineteen Crore Twenty Five Lakhs only)

**vii) The class or classes of persons to whom the allotment is proposed to be made**

The Proposed Allottees are from Non-Promoter Public category.

**viii) The 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 the price**

The Company has not made any preferential allotment during the financial year 2024-25.

**ix) Maximum number of securities to be issued**

The Resolution set out in the accompanying Notice authorises the Board to raise funds aggregating upto INR 19,25,00,000/- (Indian Rupees Nineteen Crore Twenty Five Lakhs only) by way of issuance of upto 1,75,00,000 (One Crore Seventy Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- (Indian Rupees Ten only) each at a price of INR 11/- (Indian Rupees Eleven only) each payable in cash. Minimum amount of INR 2.75 (Indian Rupees Two and Paise Seventy Five only) for each Warrant, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make further payments of INR 8.25 (Indian Rupees Eight and Paise Twenty Five only) for each Warrant, which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

**x) Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer**

None of the promoters, members of the promoter group, directors, key managerial personnel or senior management of the Company intend to subscribe to the offer.

**xi) Shareholding pattern of the Company before and after the Preferential Issue**

Sr. No.	Category	Pre-issue shareholding as on July 19, 2024		Post-issue shareholding (Assuming of all Warrants to Equity Shares)	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	<b>Promoter and Promoter Group Holding</b>				
1	<b>Indian</b>				
	Individual	1,00,13,623	18.54	1,00,13,623	14.00
	Bodies Corporate	0	0.00	0	0.00
	Sub total (A1)	1,00,13,623	18.54	1,00,13,623	14.00
2	<b>Foreign Promoters</b>	0	0.00	0	0.00
	Sub total (A2)	1,00,13,623	18.54	1,00,13,623	14.00
	<b>Sub – Total (A1+A2)</b>	<b>1,00,13,623</b>	<b>18.54</b>	<b>1,00,13,623</b>	<b>14.00</b>
B	<b>Non Promoters Holding</b>				
1	<b>Institutional Investors</b>				
	Domestic Institutional Investors	48,000	0.09	48,000	0.07
	Foreign Institutional Investors	0	0.00	0	0.00
	Sub total (B1)	48,000	0.09	48,000	0.07
2	<b>Non-Institutional Investors</b>				
	Corporate Bodies	6,34,339	1.17	1,66,34,339	23.26
	Directors and relatives	0	0.00	0	0.00
	Indian Public	4,16,40,780	77.09	4,31,35,930	60.32
	NRI	5,08,625	0.94	5,13,475	0.72
	Other	11,69,407	2.17	11,69,407	1.64
	Sub total (B2)	4,39,53,151	81.37	6,14,53,151	85.93
	<b>Sub – Total (B1+B2)</b>	<b>4,40,01,151</b>	<b>81.46</b>	<b>6,15,01,151</b>	<b>86.00</b>
	<b>TOTAL (A+B)</b>	<b>5,40,14,774</b>	<b>100.00</b>	<b>7,15,14,774</b>	<b>100.00</b>

\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

Notes:

- The pre-issue shareholding pattern is as on the latest BENPOS date i.e. July 19, 2024.
- In the event of any further issue of shares by the Company between the date of this Notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

#### **xii) Time frame within which the Proposed Preferential Issue shall be completed:**

In accordance with Regulation 17 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of

the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

### **xiii) Principal terms of assets charged as securities**

Not applicable.

### **xiv) Material terms of raising such securities**

The material terms for the Preferential Issue of Warrants to the Proposed Allottees are set out below:

#### **A. Tenure:**

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

#### **B. Conversion and other related matters:**

(i) The Warrant Holders shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("**Conversion Notice**") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("**Conversion Date**").

(ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

(iii) Prior to the Conversion Date, the Warrant Holders shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

(iv) The Company shall file the certificate from its statutory auditor with the Stock Exchange, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant Holders and the relevant documents thereof are maintained by the Company as on the date of certification.

(v) The Company shall issue and allot the equity shares to the Warrant Holders in dematerialized form and seek final approval from the Stock Exchange for listing the equity shares allotted to the Warrant Holders pursuant to conversion of the Warrants.

All equity shares (upon conversion of the Warrants) shall be credited into the Warrant Holder's demat account within 7 (seven) business days from the Conversion Date.

(vi) The Warrant Holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

(vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of

tranches in which the Warrant Holders issues a Conversion Notice in accordance with Paragraph B(i) above.

**C. Lock-in:**

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

**D. Rights:**

The Warrants shall not carry any voting rights until they are converted into equity shares.

**xv) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees**

Sr. No.	Name of the Proposed Allottee	Name of the Ultimate Beneficial Owner
1	Jeevan Jyoti Vanijya Limited	Saumil Arvind Bhavnagari Shital M. Sheth Pinakin R. Soni
2	Shree Bhuvnakaram Tradinvest Private Limited	Saumil Arvind Bhavnagari Pinakin R. Soni
3	Shree Mallikarjun Trad Invest Private Limited	Saumil Arvind Bhavnagari Tejas Arvind Bhavnagari
4	Parklight Securities Private Limited	Pranav Ashwinbhai Sheth Rupak Kumudbhai Shah
5	Dhwanil Saumil Bhavnagari	Not Applicable
6	Saumil Arvind Bhavnagari	Not Applicable

**xvi) The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:**

Name of the Proposed Allottee	Pre-Issue Holding	% to Pre-Issue Capital	Number of Warrants proposed to be allotted	Number of Equity Shares to be allotted post conversion of Warrants into Equity Shares	% to Post Issue Capital
Jeevan Jyoti Vanijya Limited	Nil	Nil	40,00,000	40,00,000	5.59%
Shree Bhuvnakaram Tradinvest Private Limited	Nil	Nil	40,00,000	40,00,000	5.59%
Shree Mallikarjun Trad Invest Private Limited	Nil	Nil	40,00,000	40,00,000	5.59%
Parklight Securities Private Limited	Nil	Nil	40,00,000	40,00,000	5.59%
Dhwanil Saumil Bhavnagari	Nil	Nil	7,50,000	7,50,000	1.05%
Saumil Arvind Bhavnagari	Nil	Nil	7,50,000	7,50,000	1.05%



<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>	<b>1,75,00,000</b>	<b>1,75,00,000</b>	<b>24.46%</b>
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The Proposed Allottees are Non-Promoter Public Category of the Company.

\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

Please refer to the “**Shareholding pattern of the Company before and after the Preferential Issue**” above for further reference. There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

**xvii) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects**

Nil

**xviii) Undertaking:**

The Company hereby undertakes that:

a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;

b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;

d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

**xix) Current and proposed status of the Proposed Allottees post the Preferential Issue viz. Promoter or non-promoter**

As mentioned above, the Proposed Allottees are Non-Promoter Public Category of the Company and such status will continue to remain the same post the Preferential Issue.

**xx) Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable

**xxi) Lock-in period**

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

#### **xxii) Practicing Company Secretary's Certificate**

The certificate from M/s. Rakhi Dasgupta & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available electronically for inspection by the Members and will also be made available on the Company's website and will be accessible at link: <http://www.scandent.in/>

#### **xxiii) Other disclosures**

- a) During the period from April 1, 2024 until the date of the Notice, the Company has not made any Preferential Issue of equity shares.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company;
- d) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- e) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this Notice will be sent for seeking shareholders' approval by way of special resolution;
- f) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- g) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- h) The equity shares of the Company are listed on the Stock Exchange and the Preferential Issue is more than 5% (five percent) of the post issue fully diluted share capital of the Company, a valuation report from an independent registered valuer has been obtained by the Company as required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations.
- i) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- j) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The

Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 10 of this Notice.

In accordance with the provisions of Sections 23, 42 and 62 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 warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said Item no. 10 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to Warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, commends the Resolution at Item No. 10 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.