

NOTICE

NOTICE is hereby given that 1st **EXTRA ORDINARY GENERAL MEETING** FOR FY 2019-20 of the members of **CIAN HEALTHCARE LIMITED (Formerly known as CIAN HEALTHCARE PRIVATE LIMITED)** will be held on Wednesday the 04th day of September, 2019 at 09:00 A.M., at Hotel OYO Townhouse 048 Hadapsar 77, Plot No. 77, Solapur - Pune Hwy, Laxmi Colony, Hadapsar, Pune, Maharashtra 411028 to transact the following business:

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

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

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

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

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

The Chairman then proposed following resolution to be passed as a Special Resolution:

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

"RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give

effect to this resolution, including filing of necessary forms with the Registrar of the Companies from time to time."

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

//CERTIFIED TRUE COPY//

FOR AND ON BEHALF OF

CIAN HEALTHCARE LIMITED

(formerly known as CIAN HEALTHCARE PRIVATE LIMITED)

Sd/-

(SURAJ SHRINIWAS ZANWAR)

MANAGING DIRECTOR

DIN- 01304850

Date- 03/08/2019

Place-Pune

NOTES:

1. *Members seeking any information are requested to write to the Company by email at cs@cian.co at least 7 days before the date of the Extra Ordinary General Meeting to enable the management to reply appropriately at the Extra Ordinary general Meeting.*
2. *A Member entitled to attend and vote at the Meeting is entitled to appoint one or more Proxies to attend and vote instead of himself, on a poll only and such Proxy need not be a Member of the company. A person can act as proxy on behalf of member not exceeding 50 {Fifty} and holding in aggregate not more than 10 % of the total share capital of the company. In case proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e by 09:00 AM on Monday the 02nd day of September, 2019. A proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority, as applicable.*
3. *Corporate Members intending to send their authorized representative to attend the meeting pursuant to Section 113 of the Act are requested to send the Company a certified copy of Board Resolution/Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.*
4. *The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.*
5. *Notice of the Meeting of the Company, inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to the members in Physical form through permitted mode.*
6. *Voting through electronic means: In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing remote E-voting facility as an alternative mode for voting which will enable the members to cast their votes electronically. Necessary arrangement have been made by the National Securities Depository Limited {NSDL} to facilitate remote e-voting. The detailed process, instruction and manner for availing remote e-voting facility is annexed to the Notice.*
7. *CS Yogendra Sharma, Practicing Company Secretary (Membership No. 47914) has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in fair and transparent manner.*

8. *Members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.*
9. *Member can only opt for one mode of voting i.e either by remote e-Voting or poll paper. In case Members cast their votes through both modes, voting done by remote e-Voting shall prevail and votes cast through Poll Paper shall be treated as invalid.*
10. *The remote e-Voting period commence on Saturday the 31st day of August, 2019 {09:00 am} and ends on Tuesday the 03rd day of September,2019 {05:00 PM}. During this period, Members holding shares as on Wednesday the 28th day of August, 2019 i.e cut-off date, may cast their vote electronically. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.*
11. *The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the company as on Cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.*
12. *Any person, who acquire shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instruction for remote e-Voting as provided in the Notice convening the Meeting, which is available on the website of the Company and NSDL. However, if members are already registered with NSDL for remote e-Voting, can use their existing User ID and password for casting your vote.*
13. *The Scrutinizer shall, after the conclusion of voting at the meeting, would count the votes cast at the meeting. Thereafter unblock the votes cast through remote e-Voting. In the presence of at least two witness not in the employment of the Company and make, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total cast in favour or against, if any, to the Chairman, who shall countersign the same.*
14. *The result declared along with the scrutinizer's Report shall be placed on the Company website: www.cian.co and on the website of NSDL immediately after the result is declared. The company shall simultaneously forward the result to BSE Limited where the equity shares of the Company are listed. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.*
15. *Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.*
16. *During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. up to the date of the General Meeting and at the venue of the Meeting for the duration of the Meeting.*
17. *Route-map to the venue of the Meeting is provided at the end of the Notice.*

Request to the members

- a) Intimate Changes, if any, in their registered addresses immediately.
- b) Quote their ledger folio number in all their correspondence.
- c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on

your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail

to _____<Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 1:

M/s Agarwal Dhand Motwani & Co., Chartered Accountants FRN: 002824C were appointed as a Statutory Auditor of the Company in the Extra Ordinary General Meeting held on 14th day of January, 2019 till the conclusion of ensuing Annual General Meeting of the members of the company.

M/s Agarwal Dhand Motwani & Co., Chartered Accountants FRN: 002824C has shown unwillingness to continue as Statutory Auditor of the Company vide Resignation Letter dated 04th day of July, 2019 due to ill health of the Engagement Partner for Past Few Months, he is undergoing continuous medication and might take some time to recover. Consequent to such Resignation, it is necessary for the Company to appoint the Statutory Auditor of the Company to fill the casual vacancy caused.

M/s. AGARWAL MAHESH K. & CO., Chartered Accountants, Pune (FRN-008007C) has shown willingness to hold the office of Statutory Auditor of the Company to fill the casual vacancy, if appointed. Accordingly, M/s. AGARWAL MAHESH K. & CO., Chartered Accountants, Pune (FRN-008007C) has submitted eligibility certificate for being appointed as Statutory Auditor of the Company.

The Board hereby recommends the members to approve the appointment by passing an ordinary resolution in this behalf.

None of the Directors of the company is interested in the resolution mentioned at serial no 01 of the Notice.

ITEM No 2:

In order to retain the maximum funds in the company, Mr. Suraj Shriniwas Zanwar (DIN: 01304850), the Managing Director of the Company has proposed the Board to revise his remuneration.

The matter considered and approved in Nomination and Remuneration Committee and Board of Director of the Company to revise the remuneration from INR 7,00,000 p.m to INR 2,50,000.00 p.m. w.e.f 01st August, 2019.

In this behalf it is essential to obtain an approval of the members of the company by way of passing a special resolution.

All other terms and conditions as mentioned in the Employment agreement remains the same.

The Board recommends the members to pass the resolution as Special Resolution

None of the Directors are concerned or interested in the proposed resolution, except Mr. Suraj Zanwar, as the resolution is being passed for his appointment.

***//CERTIFIED TRUE COPY//
FOR AND ON BEHALF OF
CIAN HEALTHCARE LIMITED***

(Formerly Known as CIAN HEALTHCARE PRIVATE LIMITED)

Sd/-

(SURAJSHRINIWASZANWAR)

MANAGING DIRECTOR

DIN- 01304850

DATE – 03/08/2019

PLACE-PUNE

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIAN HEALTHCARE LIMITED

CIN: U24233PN2003PLC017563

MILKAT NO.3339, BLOCK NO.1, FROM SOUTH SIDE, C.S. NO. 227/2+3A, HARPALE PARK, OPP. BERGER PAINT, PHURSUNGI PUNE MH 412308 IN

Name of the Member(s)	
Registered Office	
Email Id	
Folio No./Client ID	
DP ID	

I/ We being the member (s) of the above named company, hereby appoint

1. Name: Address:
E-mail Id: Signature:, or failing him
2. Name: Address:
E-mail Id: Signature:, or failing him
3. Name: Address:
E-mail Id: Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 1st Extra Ordinary General Meeting for FY 2019-20 of members of the Company, to be held on Wednesday the 04th day of September, 2019 at 09:00 A.M., at Hotel OYO Townhouse 048 Hadapsar. 77, Plot No. 77, Solapur - Pune Hwy, Laxmi Colony, Hadapsar, Pune, Maharashtra 411028 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N	Resolution	For	Against
Special Business			
1	Appointment of M/s. Agarwal Mahesh K. & CO., Chartered Accountants, Pune (FRN- 008007C) as the Statutory Auditor of Company for FY 2018-19 in place of M/s Agarwal Dhand Motwani & Co., Chartered Accountants (FRN: 002824C)		
2	Approval for revision in the terms of Payment of Remuneration of Mr. Suraj Shriniwas Zanwar (DIN: 01304850), Managing Director of the Company.		

Signed this day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix Revenue Stamp

Format of Attendance Slip of Extra Ordinary General Meeting

ATTENDANCE SLIP

1st Extra Ordinary General Meeting for FY 2019-20 of members of the Company, to be held on Wednesday the 04th day of September, 2019 at 09:00 A.M., at Hotel OYO Townhouse 048 Hadapsar 77, Plot No. 77, Solapur - Pune Hwy, Laxmi Colony, Hadapsar, Pune, Maharashtra 411028.

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

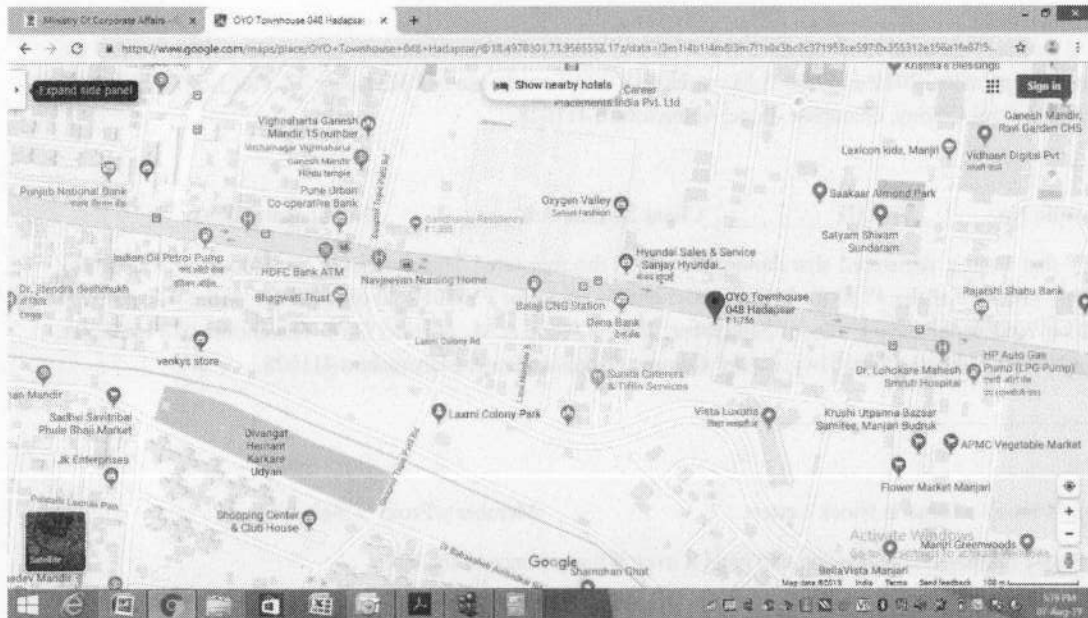
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 1st Extra Ordinary General Meeting for FY 2019-20 of members of the Company, to be held on Wednesday the 04th day of September, 2019 at 09:00 A.M., at Hotel OYO Townhouse 048 Hadapsar. 77, Plot No. 77, Solapur - Pune Hwy, Laxmi Colony, Hadapsar, Pune, Maharashtra 411028.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route-map to the venue of the Meeting



Venue: Hotel OYO Townhouse 048 Hadapsar, 77, Plot No. 77, Solapur - Pune Hwy, Laxmi Colony, Hadapsar, Pune, Maharashtra 411028