

HELD AT _____ ON _____ TIME _____

MINUTES OF THE SEVENTEENTH 17TH ANNUAL GENERAL MEETING OF THE FINANCIAL YEAR 2019-2020 OF THE SHAREHOLDERS OF CIAN HEALTHCARE LIMITED HELD ON WEDNESDAY, THE 30TH OF SEPTEMBER, 2020 AT REGISTERED OFFICE SITUATED AT MILKAT NO.3339, BLOCK NO.1, FROM SOUTH SIDE, C.S.NO. 227/2+3A, HARPALE PARK, OPP.BERGER PAINT, PHURSUNGI PUNE, MAHARASHTRA 412308 INDIA 411028 AT 09:00A.M.

MEMBERS/ DIRECTOR PRESENT:

- | | |
|------------------------------|--------------------------|
| 1. Suraj Shriniwas Zanwar - | Managing Director/Member |
| 2. Paresh Arun Shah- | Director |
| 3. Riyaz Khan- | Whole Time Director |
| 4. Kavita Zanwar- | Member |
| 5. Shakuntala Zanwar- | Member |
| 6. Pankaj Zanwar- | Member |
| 7. Girish Dargad- | Member |
| 8. Ramkumar Bansilal Dargad- | Member |

OFFICER FOR ASSISTANCE:

CS Yashi Gupta- Company Secretary & Compliance officer

SPECIAL INVITEE:

CS Yogendra Sharma- Scrutinizer

Dolly Kewalramani- Scrutinizer Assistant

M/s Agarwal Mahesh K & Co.
(Represented by CA Ashish Boundia)- Statutory Auditor

LEAVE OF ABSENCE:

Leave of Absence was granted to Mr. Santosh Pimparkar, Mr. M.R. Sheikh, and Mrs. Shikha Rai, the Director(s) from attending the meeting on their request due to their pre-occupation.

NUMBER OF MEMBERS AS ON THE CUT OFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:

As per records made available by M/s Bigshare Services Private Limited the Share Transfer Agent on the cut off date i.e. 23rd September, 2020 there were 355 members of the company who were entitled to attend and vote at the 17th Annual General Meeting of the Financial Year 2019-2020. And 5 Members were required to constitute the valid quorum for the 17th Annual General Meeting.

QUORUM:

It was considered that as on cutoff date i.e. 23rd September, 2020 the Company was having 355 Members therefore, a minimum quorum of 5 Members was required to be present in person at the 17th Annual General Meeting and total 6 (Six) Members were present in person and no proxy participated at the Annual General Meeting as per the Attendance Records maintained at the Company. Since the adequate quorum was present, the Company Secretary and compliance officer CS Yashi Gupta confirmed that the meeting is in order and that the proceedings of the meeting should be commenced.

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CHAIRMAN:

Mr. Suraj Shriniwas Zanwar, the Managing Director of the company elected as a Chairman & occupied the chair for the Meeting.

NOTICE OF THE 17TH ANNUAL GENERAL MEETING OF THE FINANCIAL YEAR 2019-2020:

Company Secretary informed to the members that the Notice convening the 17th Annual General Meeting of the Financial Year 2019-2020 along with the Notes have already been dispatched to the members by electronic mode through NSDL as per the records made available by the NSDL and to other members physically through Courier Agent of the Company. With permission of the Members present at the Meeting the Notice of the 17th Annual General Meeting of the Financial Year 2019-2020 was taken as read.

BOOKS & STATUTORY REGISTER:

The Company Secretary informed that the Register of Director and Key Managerial Personnel and their Shareholding, Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013, Secretarial Standard etc. have been kept at the meeting and open for inspection of the members.

PROCEDURE AT THE 17TH ANNUAL GENERAL MEETING OF THE FINANCIAL YEAR 2019-20:

The Company Secretary informed that as per the requirement of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard the Remote E- Voting commenced from Saturday the 26th day of September, 2020 {09:00 am} and ended on Tuesday the 29th day of September, 2020 {05:00 PM} and voting at this Annual General Meeting shall conducted by way of poll therefore the members personally present at the meeting who have not casted their votes through remote e-voting were requested to cast their votes through poll paper and mark their assent or dissent on the poll paper (MGT-12) provided to them.

She also informed that the members had the right to ask question(s) on any agenda items of the company at any time, before exercising their voting right at the meeting.

The Company Secretary further informed that the company has appointed CS Yogendra Sharma, Practicing Company Secretary (ACS 47914, CP 17971) as scrutinizer to scrutinize the remote e-voting as well as voting through poll in a fair and transparent manner.

Thereafter, Upon the instructions of the chairman Company Secretary read the agenda items of the Notice of the 17th Annual General Meeting one by one as per notice of the AGM and thereafter arranged the Poll Box, which was sealed by the Scrutinizer in presence of all the Members, after showing that it is empty.

The members were then provided the opportunity to cast their vote by poll and drop their poll paper in the Form MGT-12 in Ballot Box and also requested to ensure if any member have already casted their vote by e-voting process, they would not be entitle to cast their votes by poll and if in any case it is casted the vote given by e-voting shall be considered as final. Further, the Company Secretary requested the members to fill up the entire column in proper manner like name, address, Client ID number of shares held and then mark right tick on the assent or dissent in the space provided for the same in Form MGT-12.


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The Chairman made announcement that, if any member who has not casted their votes, please come forward promptly and complete the voting at the earliest, thereafter the Poll Box would be sealed by the Scrutinizer.

The Scrutinizer ascertained that no member was left for polling. And then he locked the Poll Box in presence of two witnesses and collected the Poll Box for Scrutiny of the Poll Papers.

The Chairman asked the Scrutinizer about the time to be taken by him to submit the report. The Scrutinizer replied to submit the report from the conclusion of the Annual General Meeting.

The Chairman also informed that the results of the meeting would be announced within stipulated time and the same shall be posted on the website of the Company, BSE, and NSDL.

CONCLUSION OF THE MEETING:

There being no other business the Meeting declared as concluded by the Chairman Mr. Suraj Shrinivas Zanwar, with a vote of thanks to the chair at 09:45 A.M on 30th September, 2020.

SCRUTINIZER REPORT:

After receiving the Scrutinizer Report in the Form MGT-13 and Consolidated Report on E-Voting and poll at the 17th Annual General Meeting for e- Voting and poll, the Chairman declared the following results, on the basis of report submitted by the Scrutinizer on 30th September, 2020 for the 17th Annual General Meeting and also declared that the date of the Polling at AGM i.e. 30th September, 2020 as under for all the purposes.

DECLARATION OF RESULTS FOR THE BUSINESS PROPOSED AT THE 17TH ANNUAL GENERAL MEETING:

With due consideration of the Scrutinizer’s Report, the Chairman declared the following results for the 17th Annual General Meeting of the Financial Year 2019-2020 held on Wednesday, 30th September, 2020 at 09:00A.M.

I: ORDINARY BUSINESS:

ITEM NO. 1: ORDINARY RESOLUTION FOR ADOPTION OF FINANCIAL STATEMENT (STANDALONE AND CONSOLIDATED) CONTAINING THE AUDITED FINANCIALS STATEMENTS, STATEMENT OF PROFIT AND LOSS A/c AND CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2020, BOARD AND AUDITORS REPORT THEREON:

“RESOLVED THAT AS ORDINARY RESOLUTION To receive, consider, approve and adopt the Audited Financials Statements (Standalone and Consolidated), containing the Audited Balance Sheet as at 31st March, 2020 along with the Board’s Report and Auditors’ Report along with all their all annexure thereon.

The Results of the Voting were as under:

Resolution required:						Ordinary			
Whether promoter/promoter group are interested in the agenda						No			
Categ ory	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes again st on votes polled	
		(1)	(2)	(3)=(2)/	(4)	(5)	(6)=(4)/(2)	(7)=(

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				(1)]*100			100	5)/(2)]*100
Promoter and Promoter Group	E-Voting	16561050	0	0	0	0	0	0
	Poll		16561050	100	16561050	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16561050	16561050	100	16561050	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	525	0	0	0	0	0	0
	Poll		525	100	525	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		525	525	100	525	0	100
Total		16561575	16561575	100	16561575	0	100	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 17th Annual General Meeting has been PASSED.

ITEM NO. 2: ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR IN PLACE OF SANTOSH PIMPARKAR SHIVAJI (DIN: 08466723) WHO LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE HIMSELF FOR RE-APPOINTMENT.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Santosh Pimparkar Shivaji (DIN: 08466723), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Results of the Voting were as under:

Resolution required:						Ordinary		
Whether promoter/promoter group are interested in the agenda						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter	E-Voting	16561050	0	0	0	0	0	0
	Poll		16561050	100	16561050	0	100	0
	Postal		0	0	0	0	0	0
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oter Group	Ballot (if applicable)							
	Total	16561050	16561050	100	16561050	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	525	0	0	0	0	0	0
	Poll		525	100	525	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		525	525	100	525	0	100
Total	16561575	16561575	100	16561575	0	100	0	

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 17th Annual General Meeting has been PASSED.

II SPECIAL BUSINESS:

ITEM NO. 3 ORDINARY RESOLUTION FOR APPOINTMENT OF MR. M. R SHEIKH (DIN: 06857879) AS AN ADDITIONAL DIRECTOR (INDEPENDENT NON EXECUTIVE CATEGORY)

“RESOLVED THAT pursuant to the provisions of sections 161(1) of the Companies Act, 2013 read along with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Articles of Association of the company, Mr. Mohammad Raees Sheikh (DIN- 06857879) was appointed as Additional Director in the category of Independent Director at the Board Meeting held on 02nd day of June, 2020 of the Company and pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI(LODR) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members of the Company be and is hereby granted for the Appointment of Mr. Mohammad Raees Sheikh (DIN- 06857879), in the category of Independent Director of the Company for a term of five(5) years w.e.f. 02nd June, 2020 to 01st June, 2025 .”

Resolution required:						Ordinary		
Whether promoter/promoter group are interested in the agenda						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Prom	E-	16561050	0	0	0	0	0	0

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oter and Prom oter Grou p	Voting Poll		16561050	100	16561050	0	100	0
	Postal Ballot (if applica ble)		0	0	0	0	0	0
	Total	16561050	16561050	100	16561050	0	100	0
Publi c- Insti tutions	E- Voting Poll		0	0	0	0	0	0
	Postal Ballot (if applica ble)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Publi c- Non Insti tutions	E- Voting Poll	525	525	100	525	0	100	0
	Postal Ballot (if applica ble)		0	0	0	0	0	0
	Total	525	525	100	525	0	100	0
Total	16561575	16561575	100	16561575	0	100	0	

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 17th Annual General Meeting has been PASSED.

ITEM NO. 4 ORDINARY RESOLUTION FOR CONFIRMATION OF APPOINTMENT OF MRS. SHIKHA RAI (DIN: 08202841) AS AN ADDITIONAL DIRECTOR (INDEPENDENT NON EXECUTIVE CATEGORY)

“RESOLVED THAT pursuant to the provisions of sections 161(1) of the Companies Act, 2013 read along with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Articles of Association of the company, Mrs. Shikha Rai (DIN-08202841) was appointed as Additional Director in the category of Independent Director via circular resolution No01/2020-21 approved by the board on 28th July, 2020 of the Company and pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI(LODR) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members of the Company be and is hereby granted for the Appointment of Mrs. Shikha Rai (DIN- 08202841), in the category of Independent Director of the Company for a term of five(5) years w.e.f. 28th July, 2020 to 27th July, 2025 .”

Resolution required:						Ordinary		
Whether promoter/promoter group are interested in the agenda						No		
Categ ory	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes again st on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100

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Promoter and Promoter Group	E-Voting	16561050	0	0	0	0	0	0
	Poll		16561050	100	16561050	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16561050	16561050	100	16561050	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	525	0	0	0	0	0	0
	Poll		525	100	525	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		525	525	100	525	0	100
Total		16561575	16561575	100	16561575	0	100	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 17th Annual General Meeting has been PASSED.

ITEM NO. 5 ORDINARY RESOLUTION FOR RETIFICATION OF ANNUAL REMUENRATION OF THE COST AUDITOR M/S ABHIJEET DESHMUKH & CO.

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions of the Companies Act, 2013 and the Companies (Cost Records & Audit) Rules, 2014, M/s Abhijeet Deshmukh & Co., Cost Accountants (FRN 101280) “Office No. B-112, World of Mother Complex, Near Jai Ganesh Vision, Akurdi, Pune – 411035 the Cost Auditor of the Company, appointed vide Board Resolution dated 05.09.2020, be paid an annual remuneration of INR 1,10,000/- (Rupees one lac and ten thousand Only) plus applicable Government taxes, for the Financial Year 2020-21.”

Resolution required:						Ordinary		
Whether promoter/promoter group are interested in the agenda						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16561050	0	0	0	0	0	0
	Poll		16561050	100	16561050	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

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p	applica ble)							
	Total	16561050	16561050	100	16561050	0	100	0
Publi c- Insti tutions	E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applica ble)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Publi c- Non Insti tutions	E- Voting	525	0	0	0	0	0	0
	Poll		525	100	525	0	100	0
	Postal Ballot (if applica ble)		0	0	0	0	0	0
	Total		525	525	100	525	0	100
Total	16561575	16561575	100	16561575	0	100	0	

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No.5 of the Notice of the 17th Annual General Meeting has been PASSED.

VOTE OF THANKS:

There being no other business to transact, and then concluded at 09:45 A.M with a vote of thanks to Chair.

Date: 14/10/2020
Place: Pune


 (SURAJ SHRINIVAS ZANWAR)
 CHAIRMAN
 DIN: 01304850

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