

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the members of the Cian Healthcare Limited (hereinafter referred to as “Company”) is scheduled to be held on Wednesday, 24th November 2021 at 09:00 A.M. at the registered office of the Company at Milkat No.3339, Block No.1, From South Side, C.S. No. 227/2+3A, Harpale Park, Opp. Berger Paint, Phursungi Pune 412308 MH IN to transact the following special business:

TO ISSUE EQUITY SHARES ON A PREFERENTIAL BASIS UNDER PRIVATE PLACEMENT.

SPECIAL BUSINESS: SPECIAL RESOLUTION

“**RESOLVED THAT** in supersession of earlier resolution passed by shareholders in the Extra-Ordinary General Meeting which was held on 12th October, 2021 and pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any and to the extent applicable, of the Companies Act 2013 and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from lenders and any regulatory and other appropriate authorities, and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to Create, offer, issue and allot, 1635000 (Sixteen lakhs Thirty-Five Thousand) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 2,77,95,000 (Rupees Two Crores Seventy-Seven Lakh Ninety-Five Thousand) to Mr. Prakashchandra

Rathi.” under the Category Non-Promoter as mentioned in the explanatory statement (hereinafter referred to as the “Proposed Equity Holder”) in one or more tranches, whether it is a shareholder of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of SEBI ICDR Regulations for determination of the Issue Price of Equity Shares, shall be thirty (30) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. 25/10/2021;

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and Company Secretary be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representative(s)) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and/ or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities/ lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Equity Holder, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by any statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have accepted Board’s decisions on such matters as decisions that shall prevail and that the

shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by this resolution, to any committee of directors or any other officer(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT the equity shares being offered shall be allotted to the Proposed Equity Holder by way of a preferential issue/ private placement basis inter-alia be subject to the following:

1. The equity shares shall be issued and allotted by the Company to the Proposed Equity Holder in dematerialized form within period of 15 (fifteen) days from the date of passing of this special resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
2. Issue price shall be computed in accordance with the provisions of the SEBI (ICDR) Regulations;
3. The equity shares shall rank pari passu with the then existing equity shares of the Company in all respects including dividend;
4. The said equity shares to be issued shall be subject to lock-in as per the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT draft letter of offer in PAS 4 for issue of such shares and record of Private Placement in form PAS 5 as placed before the shareholders be and is hereby approved.”

“RESOLVED FURTHER THAT Mr. Suraj Shriniwas Zanwar (DIN: 01304850) the Managing Director or Mr. Munjaji Dhumal Company Secretary of the Company be and hereby authorized to sign and circulate letter of offer in Form PAS 4 along with the application form to Mr. Prakashchandra Rathi whose name is recorded in Form PAS 5 i.e., Record of Private Placement Offer.”



Corporate Office:
2nd Floor, Premdeep Building, Above latur urban co-op. Bank Ltd.,
Lullanagar Chowk, Camp-Kondhwa Road, near Zahir Khan's Restaurant,
Pune, Maharashtra 411040
Email : enquiry@cian.co, cianhealthcare@yahoo.co.in,
web : www.cian.co

Registered Office:
Milkat No. 3339, Block No.1 From South Side, C.S. No. 227/2+3A, Harpale Park,
Opp. Berger Paint, Phursungi, Tal. Haveli, Dist. Pune 412308, Maharashtra, India.
Tele-Fax.: 020-26982792

Factory:
Kh. No.248, Village Sisona, Bhagwanpur, Roorkee, Haridwar,
Pin- 247661 (Uttarakhand), India. Tel: +91-133-2235352

CIN: L24233PN2003PLC017563

“RESOLVED FURTHER THAT the monies received by the Company from the Subscriber(s) for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the CA 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and hereby took note of the valuation report received from Registered Valuer, Mr. Pankaj Kumar Chandak, valuer registered with IBBI (IBBI Reg. No: IBBI/RV/02/2020/13283) dated 29.10.2021 in this regard.”

//CERTIFIED TO BE TRUE//

For and on behalf of CIAN HEALTHCARE LIMITED
(FORMERLY KNOWN AS CIAN HEALTHCARE PRIVATE LIMITED)

SD/-

MUNJAJI DHUMAL
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 30.10.2021

Place: Pune

NOTES:

1. The Company is a SME Listed company
2. 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
3. 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
4. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a member of the company.
5. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10 % of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
6. Proxy forms, 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., by Monday, November 22, 2021, 11:00:00 AM Proxy form submitted on behalf of the Companies, Societies etc. must be supported by a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
7. 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. upto the date of the Extra-Ordinary General Meeting and at the venue of the Meeting for the duration of the Meeting. provided that not less than three days of notice in writing is given to the Company

8. 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.
9. Route-map to the venue of the Meeting is provided at the end of the Notice
10. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members as an alternative mode for voting which will enable the members to exercise their right to vote electronically on the items mentioned in this Notice.

The company has appointed Mrs. Shalini Jain as scrutinizer for conducting the e-voting process in a fair and transparent manner. The voting period begins on Saturday, 20th November, 2021 at 10:01 a.m. and will end on Thursday, 23rd November, 2021 at 5:00 p.m.

During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th November, 2021, may cast their vote electronically. The 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 the vote again.

The company has signed an agreement with National Securities Depository Limited {NSDL} for facilitating e-voting to enable the shareholders to cast their vote electronically. The instructions for shareholders voting electronically are given below attached annexure.

11. The results shall be declared on or after the Extra-Ordinary General Meeting of the company and shall be deemed to be passed on the date of Extra-Ordinary General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the company www.cian.co within 2 days of passing of the resolutions at the Annual General Meeting of the company and shall be communicated to Bombay Stock Exchange.
12. Members who have already casted 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. A 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

13. The voting rights of Members shall be in proportion to the shares held by them in the total paid up capital of the company as on Cut-off date. A person, whose name 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,
14. 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 instructions on remote e-Voting as provided in the Notice convening the Meeting, which is available on the website of the Company and NSDL. However, members already registered with NSDL for remote e-Voting, can use their existing User ID and password for casting of vote,
15. 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 witnesses 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, shall too shall countersign the same.
16. In compliance with provision of Section 108 of the Companies Act, 2013 the necessary arrangements 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 is annexed to 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.

The remote e-voting period

Begins on Saturday, 20th November, 2021 at 10: 01 A.M.

Ends on Thursday, 23rd November, 2021 at 05: 00 P.M.

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 18th November, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th November, 2021.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode





In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

TYPES OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile.On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under

'IDeAS' section, this

3. will prompt you to enter your existing User ID and Password.
4. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page.
5. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
6. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **"Register Online for IDeAS Portal"** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
7. 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. 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.
8. 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 **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
9. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 5. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for 6. the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 and 1800-22-44-30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to 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 ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsd.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.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12*****</p> <p>then your user ID is IN300***12*****.</p>
b) For Members who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12*****</p> <p>then your user ID is 12*****</p>
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example</p> <p>if folio number is 001*** and EVEN is 101456</p> <p>then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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 etc
 - 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.

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

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

1. After successful login at step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens
3. 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
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page

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 acsshalinjain@gmail.com 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 1020 990 and 1800 22

44 30 or send a request to Mrs. Sarita Mote- Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@cian.co.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@cian.co. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Notice

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 in respect of the special business

Item No. I – Preference Issue of equity Shares under Private Placement under section 42 and 62 of the Companies Act, 2013 and Chapter V of SEBI (ICDR) Regulation, 2018.

As Shareholder aware that the company was passed special resolution in the Extra-ordinary General Meeting which was held on 12th October, 2021 for Preferential issue of equity shares under Private Placement basis but due to some technical reasons, Company hereby proposed to pass another resolution in supersession of earlier resolutions passed to offer, issue and allot equity Shares on preferential basis under private placement.

Considering the various opportunities for healthcare sectors The Company is seeking additional funds for growth and expansion. In this regard the Board of directors discussed various avenues to get the fund. Meanwhile Mr. Prakashchandra Rathi approached the Company and disclose his interest to invest in the Company by way of subscribing to equity shares of the Company. The Board of Directors in their meeting dated 29.10.2021 discussed and decided, subject to approval of shareholders, to offer, issue and allotment of 16,35,000 (Sixteen lakhs Thirty-Five Thousand) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 2,77,95,000 (Rupees Two Crores Seventy-Seven Lakh Ninety-Five Thousand) to Mr. Prakashchandra Rathi by way of Preferential issue under Private Placement basis under section 42 and 62 of the Companies Act, 2013 and the rules framed thereunder, Chapter V of SEBI (ICDR) Regulation, 2018, SEBI (LODR) 2015 and any other applicable regulations. Hence, the shareholders are requested to give their assent in their meeting to do the needful.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 read with the Companies (Share Capital and Debentures) Rules, 2014 and the ICDR Regulations:

- A) Object of the Preferential issue:** To infuse capital for expansion of manufacturing capacity and growth of the Company.
- B) Maximum Number of Securities, Kinds of securities offered and the price at which securities is being offered:** 16,35,000 (Sixteen lakhs Thirty-Five Thousand) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 2,77,95,000 (Rupees Two Crores Seventy-Seven Lakh Ninety-Five Thousand)
- C) Intention of Promoters, Directors or Key managerial personnel to subscribe to the offer:** None of the Promoter, Director or Key managerial personnel intends to subscribe to the offer.

D) Particular of offer including date of passing Board Resolution: The Board of Directors in their meeting dated 29.10.2021 discussed and decided, subject to approval of shareholders, to issue 16,35,000 (Sixteen lakhs Thirty-Five Thousand) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 2,77,95,000 (Rupees Two Crores Seventy-Seven Lakh Ninety-Five Thousand) to Mr. Prakashchandra Rathi by way of Preferential Issue under Private Placement basis under section 42 and 62 of the Companies Act, 2013 and rules framed thereunder, SEBI (ICDR) Regulation, SEBI (LODR) 2015 and other applicable provisions.

E) Basis or justification for the price (including premium, if any) at which offer or invitation is made: A valuation report has been taken from Mr. Pankaj Kumar Chandak, valuer registered with IBBI (IBBI Reg. No: IBBI/RV/02/2020/13283) as required under The Companies (Registered Valuers & Valuation) Rules, 2017. As per the valuation report the fair value per equity share is Rs.16.38. As per Companies Act 2013 and SEBI (ICDR) Regulation the allotment shall be done on or above the Minimum Value/fair value. Hence, the shares shall be allotted at Rs. 17 each. i.e., 16,35,000 (Sixteen lakhs Thirty-Five Thousand) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 2,77,95,000 (Rupees Two Crores Seventy-Seven Lakh Ninety-Five Thousand). Mr. Pankaj Kumar Chandak is registered with ICAI having Membership No. 415925.

F) Name and Address of valuer who performed valuation and basis on which price is arrived and report of registered valuer: A valuation report has been taken from Mr. Pankaj Kumar Chandak, valuer registered with IBBI (IBBI Reg. No: IBBI/RV/02/2020/13283) having registered office at Ward No. 9, Mahaveer Chowk, - Nokha Mandi, Bikaner, Rajasthan -334803

The Registered Valuer had taken the weighted average of value derived by Market Price Method and Net Asset Method to derive Fair Market Value of the equity share. The relevant date for valuation is 25th October, 2021.

G) Amount which the company intends to raise by way of such securities: Rs. 2,77,95,000 (Rupees Two Crores Seventy-Seven Lakh Ninety-Five Thousand).

H) Material terms of raising such securities: 16,35,000 (Sixteen lakhs Thirty-Five Thousand) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 2,77,95,000 (Rupees Two Crores Seventy-Seven Lakh Ninety-Five Thousand). rank pari passu to existing equity shares.

- I) Contribution being made by promoter or director either as part of offer or separately in furtherance of object:** No contribution will be made by promoter or director either as part of offer or separately in furtherance of object
- J) Proposed time schedule and the time frame within which Preferential Issue shall be completed:** As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of the special resolution provided that where the allotment of the Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- K) Principal terms of assets charged as securities:** N.A.
- L) Relevant date with reference to which the price has been arrived at:** The “Relevant Date” for the Preferential Issue, in terms of the provisions of Regulation 161(a) the SEBI ICDR Regulations shall be 30 days prior to the date of Extraordinary General Meeting i.e. 25th October, 2021.
- M) Listing:** The Company will make an application to the Stock Exchanges where the existing Equity Shares are listed, for listing of the Equity Shares arising out of the allotment, as applicable, pursuant to the Preferential Issue. Such Equity Shares, once allotted, shall rank with the then existing Equity Shares of the Company in all respects, including dividend and voting rights.
- N) Classes of persons to whom allotment is proposed to be made:** Individual
- O) 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, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Sl. No.	Name of the Proposed Allottee	No. of Shares	percentage of post preferential offer capital that may be held
1.	Mr. Prakashchandra Rathi	1635000	6.54%

P) Change In Control, if any, in the Company that would occur consequent to the preferential offer: There will not be any change in the management of the Company on account of the proposed issue. However, voting rights will change in tandem with the shareholding pattern.

Q) Number of persons to whom allotment has already been made during the year, number of securities as well as price:

S. No	Name of Equity Shareholder	No. of Shares	Value per share (F.V 10 + Premium 07)
NIL			

R) Justification for allotment other than cash together with valuation report of registered valuer: The proposed Equity Shares shall be issue for cash consideration, therefore the justification is not applicable.

S) Lock-in Period:

- i. Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of ICDR Regulation.
- ii. The entire pre-preferential allotment shareholding of proposed allottee shall be locked in as per Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulation.

T) shareholding pattern of the issuer before and after the preferential issue:

Equity Shareholders

Sr No	Particulars	Pre-issue holding		Post-issue holding	
		No. of shares	% Of shareholding	No. of shares	% Of shareholding
A	Promoters Holding				
1	Indian				
	Individual	11760000	50.34	11760000	47.05
	Bodies corporate	-	-	-	-
	Sub-total	11760000	50.34	11760000	47.05
2	Foreign promoters	-	-	-	-
	sub-total (A)	11760000	50.34	11760000	47.05
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution				
	Private corporate bodies	2354000	10.08	2354000	9.41
	Directors and relatives	4801050	20.55	4801050	19.21
	Indian public	4226506	18.09	5861506	23.45
	others (including NRIs)	219208	0.94	219208	0.88
	Sub-total (B)	11600764	49.66	13235764	52.95
	Grand Total	2,33,60,764	100	24995764	100

U) Undertakings

- i. None of the Company, its directors or promoters are categorized as wilful defaulters by any Bank of Financial institutions or consortium thereof, in accordance with the guideline on wilful defaulters issued by Reserve Bank of India, consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulation is not applicable.
- ii. None of the Company's Directors of Promoters are fugitive economic offenders as defined under ICDR Regulation.
- iii. As the equity shares have been listed on a recognized stock exchange for a period of more than Twenty Six week on the relevant date, but which was infrequently traded, therefore the price shall be computed as per Regulation 165 of ICDR regulation, the valuation shall be done by an independent valuer, therefore the re-computation of price shall not applicable. Consequently, the undertaking required under regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

V) Auditor's certificate

A copy of the certificate from M/s. Agarwal Mahesh K & Co. the Statutory Auditors of the Company certifying that the Preferential Issue is shall be placed before the shareholder in Extra-Ordinary General Meeting and which will also be placed on the website of Company before the meeting and the same shall be open for inspection at the Corporate office of the Company between 9:00 A.M. (IST) and 05:00 P.M. (IST) on all working days, other than Saturday, up to the date of the Extraordinary General Meeting.

- W)** None of the allottee has sold or transferred any equity shares of the issuer during the six months preceding the relevant date.

None of the Directors, Managers, KMP and their relatives are interested in the aforesaid agenda.

The Directors recommend the passing of the resolutions set out above, by the shareholders of the Company as a Special Resolution.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolution for your approval.

The papers and documents referred to in the notice and explanatory statement will be open for inspection at the corporate office of the Company on all working days (except Saturdays) from 11 a.m. till 3 p.m., till the hour of the commencement of the meeting and at the meeting venue also.

It is to be noted that this resolution does not relate to or affects any other Company except Cian Healthcare Limited

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: L24233PN2003PLC017563

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 Extra-Ordinary General Meeting of members of the Company, to be held on Wednesday the 24th day of November, 2021 at 09.:00 A.M., at Registered office of the company 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** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N	Resolution	For	Against
Ordinary Business: NA			
Special Business:			
1	To consider and Approve issue of equity shares on Preferential basis under private placement.		

Signed this day of..... 2021

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 Annual General Meeting

ATTENDANCE SLIP

Extra-Ordinary General Meeting of members of the Company, to be held on Wednesday the 24th day of November, 2021 at 09:00 A.M., 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.

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

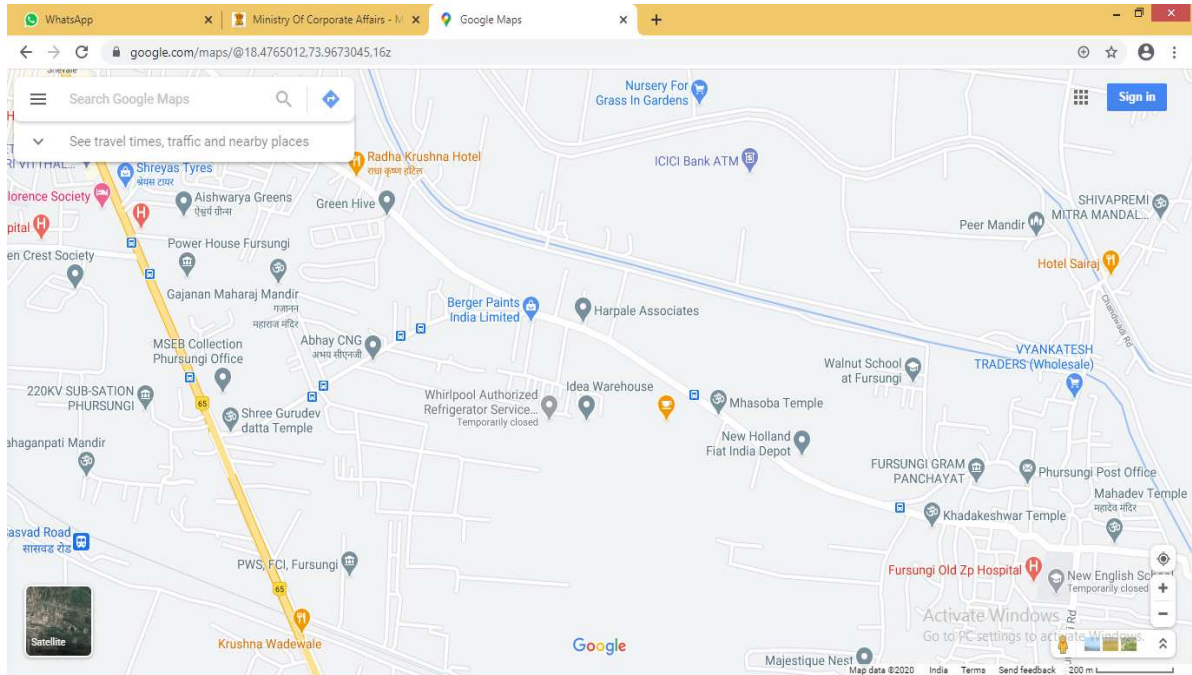
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of members of the Company, to be held Wednesday the 24th day of November, 2021 at 09:00 A.M., at Milkat No.3339, Block No.1, From South Side, C.S.No. 227/2+3a, Harpale Park, Opp.Berger Paint, Phursungi Pune, Maharashtra 412308 India.

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: 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