

Corporate Office:

2nd Floor, Premdeep Building, Above Latur Urban Co-op. Bank Ltd.,
Lulla Nagar Chowk, Camp Kondhwa Road, Pune - 411 040,
(Maharashtra) INDIA, Tel.: +91-20-41471234
Email: enquiry@cian.co, cianhealthcare@yahoo.co.in
Web: www.cian.co

Registered Office:

Milkat No. 16431, Block No. 1 from South Side, C.S. No. 227/10 3B,
Harpale Park, Opp. Berger Paint, Phursungi, Tal. Haveli, Dist. Pune - 412 308,
(Maharashtra) INDIA. Tele-Fax.: +91-20-26982792

Factory:

Kh. No.: 248, Village Sisona, Bhagwanpur, Roorkee, Haridwar,
Pin - 247 661. Uttarakhand, Tel.: 1332 235352

CIN: L24233PN2003PLC017563

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 Tuesday, 12th October 2021 at 11:00 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 INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit to pass the following resolution with or without modification, as a Special Resolution.

SPECIAL BUSINESS: SPECIAL RESOLUTION

"**RESOLVED THAT** pursuant to the provisions of Section 13 and Section 61 of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force) read with the rules made there the approval of shareholders is be and hereby accorded to increase the authorized share capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares."

"**RESOLVED FURTHER THAT** the existing 5th clause of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

5th The Authorized Share Capital of the Company Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each."

"**RESOLVED FURTHER THAT** Mr. Suraj Shriniwas Zanwar (DIN: 01304850), Director of the Company be and is hereby authorized to file Form SH-7 and MGT-14 to the ROC and to do all such acts, deeds and things as may be required or deemed necessary to give effect to the above resolution."

//CERTIFIED TO BE TRUE//



TO ISSUE EQUITY SHARES ON A PRIVATE PLACEMENT BASIS

SPECIAL BUSINESS: SPECIAL RESOLUTION

“RESOLVED THAT pursuant to provision of section 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (share capital and debenture) Rule 2014 and Companies (Prospectus & Allotment of securities) Rule 2014 and such other provision (including any statutory modification or re-enactment thereof) for the time being in force the consent of the Shareholders of the Company be and is hereby accorded to offer, issue and allotment of 2595640 (Twenty-Five lakhs Ninety-Five Thousand Six Hundred Forty) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 4,41,25,880 (Rupees Four Crores Forty-One Lakh Twenty-Five Thousand Eight Hundred and eighty) to Mr. Prakashchandra Rathi.”

“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.”

“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 16.09.2021 in this regard.”

“RESOLVED FURTHER THAT Mr. Suraj Shriniwas Zanwar (DIN: 01304850) the Director of the Company be and hereby authorized to file e-form MGT 14 and PAS 3 and such other forms and return as may be required with the Registrar of Companies and to do all necessary acts, deeds, matter and things as may be required or deemed necessary to give effect to the above resolution.”



//CERTIFIED TO BE TRUE//

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



MUNJAJI DHUMAL
COMPANY SECRETARY AND COMPLIANCE OFFICER



Date: 18. 09.2021

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 Annual General Meeting to enable the management to reply appropriately at the Annual 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 Saturday, October 09, 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 Annual 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 made 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 Friday, 08th October, 2021 at 10:01 a.m. and will end on Monday, 11th October, 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 6th October, 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 Friday, 08th October, 2021 at 10: 01 A.M.

Ends on Monday, 11th October, 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., 06th October, 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 06th October, 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"> 1. 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. 2. 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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 7. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

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.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. 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 acsshalinijain@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: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The Board of Directors at its meeting held on 18.09.2021 decided to increase the authorized capital of the Company subject to the approval of shareholders in general meeting by way of a special resolution and Registrar of Companies, Pune. Further, the increase in authorized share capital of the company is being done as the company wants to raise further capital by way of issue of Equity Shares on private placement basis of the Company taking into account future prospects.

Increasing the authorized share capital of the Company the consent of members is hereby accorded to increase the authorized share capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crores Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each."

The existing 5th clause of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

5th The Authorized Share Capital of the Company Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each."

Further, on due consideration the draft of altered Memorandum is attached to this notice convening the Extra-ordinary General Meeting of the members on 12th October 2021 and marked as Annexure A,

None of the Directors/ of the Company and the relatives of Director is concerned or interested in the proposed resolution.

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

The papers and documents referred to in the notice and explanatory statement will be open for inspection at the registered 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.

Item No. II – Private Placement of Shares under section 42 and 62 of the Companies Act, 2013

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 18.09.2021 discussed and decided, subject to approval of shareholders, to offer, issue and allotment of 2595640 (Twenty-Five lakhs Ninety-Five Thousand Six Hundred Forty) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 4,41,25,880 (Rupees Four Crores Forty-One Lakh Twenty-Five Thousand Eight Hundred and Eighty) to Mr. Prakashchandra Rathi by way of Private Placement under section 42 and 62 of the Companies Act, 2013 and applicable Regulations of SEBI (LODR) 2015. Hence, the shareholders are requested to give their assent in their meeting to do the needful.

- A) Particular of offer including date of passing Board Resolution:** The Board of Directors in their meeting dated 18.09.2021 discussed and decided, subject to approval of shareholders, to issue 2595640 (Twenty-Five lakhs Ninety-Five Thousand Six Hundred Forty) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 4,41,25,880 (Rupees Four Crores Forty-One Lakh Twenty-Five Thousand Eight Hundred and Eighty) to Mr. Prakashchandra Rathi by way of Private Placement under section 42 and 62 of the Companies Act, 2013 and applicable Regulations of SEBI (LODR) 2015.
- B) Kinds of securities offered and the price at which securities is being offered:** 2595640 (Twenty-Five lakhs Ninety-Five Thousand Six Hundred Forty) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 4,41,25,880 (Rupees Four Crores Forty-One Lakh Twenty-Five Thousand Eight Hundred and Eighty)
- C) 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.17.16. As per Companies Act the allotment shall be done on the fair value. Hence, the shares shall be allotted on fair value i.e., 2595640 (Twenty-Five lakhs Ninety-Five Thousand Six Hundred Forty) Equity Shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) aggregating to Rs. 4,41,25,880 (Rupees Four Crores Forty-One Lakh Twenty-Five Thousand Eight

Hundred and Eighty). Mr. Pankaj Kumar Chandak is registered with ICAI having Membership No. 415925.

D) 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 31st August, 2021.

E) Amount which the company intends to raise by way of such securities: Rs. 4,41,25,880 (Rupees Four Crores Forty-One Lakh Twenty-Five Thousand Eight Hundred and Eighty)

F) Material terms of raising such securities: 2595640 equity shares of Rs. 17 each (Face Value: Rs. 10 + Premium: Rs. 07) amounting to Rs. 4,41,25,880 (Rupees Four Crores Forty-One Lakh Twenty-Five Thousand Eight Hundred and Eighty) rank pari passu to existing equity shares.

G) Object of the issue: To infuse capital for expansion and growth of the Company.

H) 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

I) Proposed time schedule and the time within which allotment shall be completed: Within a period of 1 month from the date of approval of shareholders in their meeting.

J) Principal terms of assets charged as securities: N.A.

K) Relevant date with reference to which the price has been arrived at: 31st August, 2021

L) Classes of persons to whom allotment is proposed to be made: Individual

M) Intention of Promoters, Directors or Key managerial personnel to subscribe to the offer: No Promoter, Director or Key managerial personnel will subscribe to the offer.

N) Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sl. No.	Name of the Unsecured Creditor	No. of Shares	percentage of post preferential offer capital that may be held
1.	Mr. Prakashchandra Rathi	2595640	10.00%

O) Change of control: There will not be any change in the management of the Company on account of the proposed issue.

P) 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			

Q) Justification for allotment other than cash together with valuation report of registered valuer: NA.

R) Pre and post shareholding pattern:

Equity Shareholders

Particulars	Pre-issue holding		Post-issue holding	
	No. of shares	% Of shareholding	No. of shares	% Of shareholding
Promoter & Promoter Group	1,65,61,050	70.89	1,65,61,050	63.81
Public	67,99,714	29.11	93,95,354	36.19
Non Promoter-Non Public	0	0	0	0
Grand Total	2,33,60,764	100	2,59,56,404	100

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) 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 or 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.

U) Auditor's certificate

The Company has appointed M/s. Agarwal Mahesh K & Co. for issuing Certificate of compliance as per Chapter V of ICDR Regulation which will be placed before the shareholder in Extra-Ordinary General Meeting and which will also be placed on the website of Company before the meeting.

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 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 Tuesday the 12th day of October, 2021 at 11:00 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 increase in authorized Share Capital of Company		
2	To consider and Approve issue of equity shares on private placement basis		

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 Tuesday the 12th day of October, 2021 at 11:00 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 _____

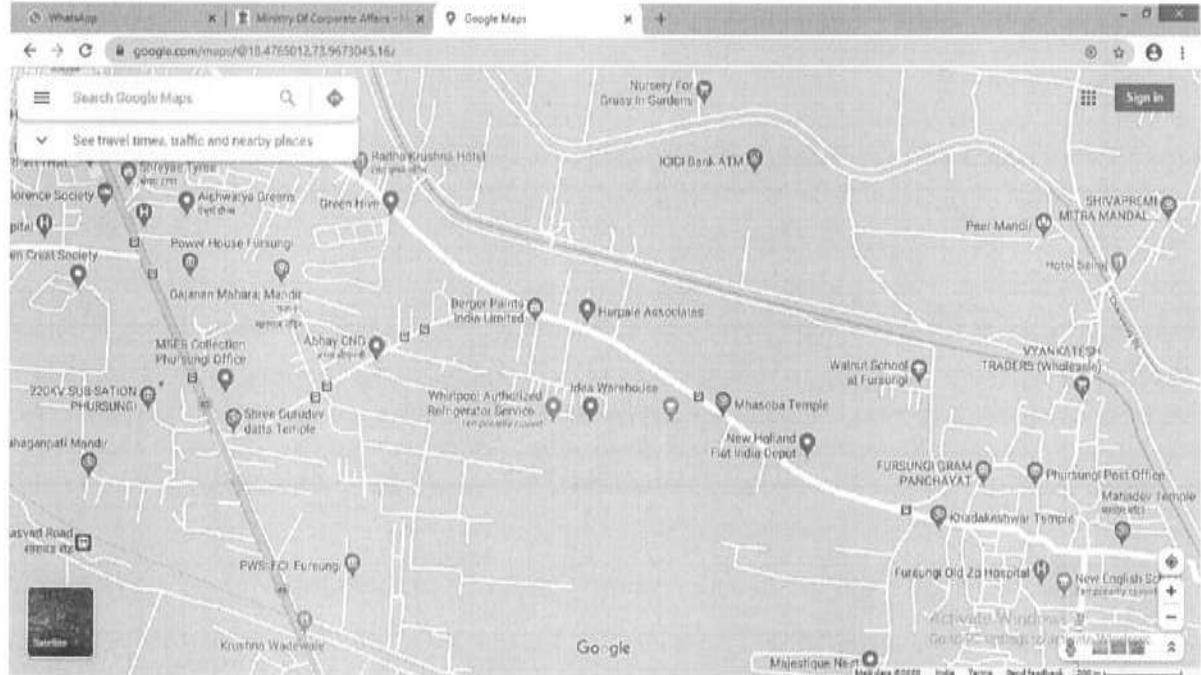
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of members of the Company, to be held Tuesday the 12th day of October, 2021 at 11:00 A.M., at Milkat No.3339, Block No.1, From South Side, 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