

CORRIGENDUM TO NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Members,

This has reference to the Notice dated March 19, 2021 convening the Extra Ordinary General Meeting of the members/shareholders of Sakar Healthcare Limited on Wednesday, the April 14, 2021 at 12:00 noon IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') (hereinafter referred as 'Notice'), for seeking your approval for matter contained in the said Notice.

The following information in the Notice is hereby notified through this Corrigendum to all the shareholders/members of the Company as one of the proposed allottees viz. Batlivala & Karani Capital Private Limited (Non Promoter – Domestic Body Corporate) whose name is mentioned at Sr. 2 in the Special Resolution at Item no. 1 in the Original Notice of the Extra Ordinary General Meeting dated March 19, 2021 has been disqualified for the present preferential issue/offer due to breach of condition of Regulation 167(6) r.w. Regulation 159(1) of SEBI (ICDR) Regulations, 2018.

'The Special Resolution' mentioned at item no. 1 of the Notice be replaced/ altered and read as under:-

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS:

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

"RESOLVED THAT pursuant to the provisions of section 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under ('Act') and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulation'), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Foreign Exchange Management Act, 1999, ('FEMA') as amended and rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the Registrar of Companies ('ROC') and the National Stock Exchange of India Limited where the shares of the Company are listed ('Stock Exchange') and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchange and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches, 15,00,000 Equity Shares of Rs. 10/- each on preferential basis ("Preferential Issue") to the following proposed allottees:

Sr.	Name of the proposed allottees	Category	No. of Equity Shares of face value Rs.10/- each to be offered/ issued/ allotted	Consideration at Rs. 99/- per Equity Share (including premium of Rs.89/- per Equity Share)
1	Cobra India (Mauritius) Limited	Non Promoter – SEBI Registered Foreign Portfolio Investor	15,00,000	Rs.1485 lakhs

at a price of Rs. 99/-(Rupees Ninety Nine only) per equity share including premium of Rs. 89/-(Rupees Eighty Nine only) per equity share or such price not less than price to be calculated in accordance with Regulation 164 of SEBI ICDR Regulations, aggregating to Rs. 1485 lakh.”

“RESOLVED FURTHER THAT the “Relevant Date” as per SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of equity shares on preferential basis is March 15, 2021. The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e. April 14, 2021, which is the date of Extra Ordinary General Meeting of the members of the Company in accordance with Section 62(1)(c) of the Act and the applicable Rules there under.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- I. That the said Equity Shares shall be issued and allotted by the Company to Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.
- II. The Equity Shares to be so allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.
- III. The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations relating to Preferential Issues.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the proposed allottees inviting them to subscribe to the Equity Shares, as per the draft as available for inspection at the registered officer of the company and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the proposed allottees inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchange as per the terms and conditions of SEBI LODR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and that the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

The following information to be replaced/ altered / added and read in the Explanatory Statement for the Item no. 1 annexed to the Notice:-

‘MEANS OF FINANCE’ AS MENTIONED AT PAGE 13 BE REPLACED AND READ AS UNDER:

Means of Finance:

No.	Particulars	Amount in Rs. Crores
1	Bank Finance	75.15
2	Promoter's Equity/Unsecured Loan/Internal Accruals	55.76
3	Equity from Institutional Investors/Body Corporate (being authorised vide this present resolution)	14.85
	Total	145.76

'THE SHAREHOLDING PATTERN OF THE ISSUER BEFORE AND AFTER THE PREFERENTIAL ISSUE' AS MENTIONED AT POINT c. AT PAGE 14 BE REPLACED AND READ AS UNDER:

Shareholding Pattern before and after the proposed preferential issue of Equity Shares is as follows:

Sr. No.	Category	Pre Preferential Issue*		Post Preferential Issue (fully diluted)**	
		No. of Shares	%	No. of Shares	%
A	Promoters' Holding				
1	Indian Promoters				
	Individual Promoters	11561043	74.02	11561043	67.54
2	Bodies corporate	-	-	-	-
3	Foreign Promoters	-	-	-	-
	Sub Total (A)	11561043	74.02	11561043	67.54
B	Non-Promoter Holding i.e. Public				
1	Institutional Inventors/ Mutual Funds/ Banks/ FI/ FII s / Insurance Companies	-	-	1500000	8.76
2	Non Institution				
	Domestic Corporate Bodies	1507642	9.65	1507642	8.81
	Directors and relatives	-	-	-	-
	Indian Public	2532613	16.22	2532613	14.79
	Others (NRIs)	16702	0.11	16702	0.10
	Sub Total (B)	4056957	25.98	5556957	32.46
	Grand Total (A + B)	15618000	100.00	17118000	100.00

'The Identity of the natural persons who are the ultimate beneficial owners of the shares / Warrants proposed to be allotted and / or who ultimately control the proposed Allottees, the percentage of pre and post preferential issue capital that may be held by them' AS MENTIONED AT POINT e. AT PAGE 15 BE REPLACED AND READ AS UNDER:

The identity of the natural person who is the ultimate beneficial owner of the shares proposed to be allotted and the percentage of the pre and post preferential issue capital that may be held by proposed Allottee is given in the following table:

Sr.	Name & PAN of the Proposed Allottees	Address	Category	Natural Persons who are the ultimate beneficial owners	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issue Shareholding	
					No. of Equity Shares	%		No. of Equity Shares	%
1	Cobra India (Mauritius) Limited PAN- AADCC4379A SEBI Reg. No. INMUF092216	4 th Floor - Tower A, C/o Citco (Mauritius) Limited 1 Cybercity, Ebene, Mauritius	Non-Promoter – Foreign Portfolio Investor (FPI) registered with SEBI	1. M. Javed Aboobakar; 2. Ramanand Guzadhur; 3. Jean Marc Lesieur	Nil	-	15,00,000	15,00,000	8.76

Thanking you,

For Sakar Healthcare Limited

Bharat Soni
Company Secretary & Compliance Officer

Date: April 1, 2021