

### NOTICE OF EXTRA ORDINARY GENERAL MEETING (EGM)

Notice is hereby given that **Extra Ordinary General Meeting ('EGM')** of the members of Sakar Healthcare Limited ("**Company**") will be held on **Monday, February 20, 2023 at 12.00 noon IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM")** to transact the following **Special Business**:

#### ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGINGS TO NON-PROMOTER:

*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 23, 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the applicable rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("**Act**") and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), 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 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 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 and approval of the members Company be and are hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, from time to time, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to a maximum of 4,22,000 (Four Lakh Twenty Two Thousand) equity shares of face value of ₹10/- each ("**Equity Shares**") at an issue price of ₹250/- (Rupees Two Hundred and Fifty Only) per underlying Equity Share which includes a premium of ₹240/- (Rupees Two Hundred and Forty Only) per Equity Share not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating up-to ₹10,55,00,000/- (Rupees Ten Crore and Fifty Five Lakh Only), for cash, to the persons belonging to the Non Promoter category (hereinafter referred to as '**Proposed Allottees**') as particularly set out in the statement, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as enlisted hereunder:

Sr. No.	Name of the proposed allottees	Category	No. of Equity Shares of face value ₹10/- each to be offered/ issued/ allotted	Consideration at ₹250/- per Equity Share (including premium of ₹240/- per Equity Share)
1	Shreyas V Shah HUF	Non Promoter	1,60,000	4,00,00,000/-
2	Al-Cast Rolling LLP	Non Promoter	20,000	50,00,000/-
3	Heeru Corrosion Protection Services India Private Limited	Non Promoter	20,000	50,00,000/-
4	Darshankumar Piyushkumar Patel	Non Promoter	20,000	50,00,000/-
5	Abha Sunil Kabra	Non Promoter	20,000	50,00,000/-
6	Prakash Sushil Diwan	Non Promoter	20,000	50,00,000/-
7	U Tech Fasten Private Limited	Non Promoter	10,000	25,00,000/-
8	Rashmi Bafna	Non Promoter	10,000	25,00,000/-

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9	Kishor Mahendra Sinh Dabhi	Non Promoter	10,000	25,00,000/-
10	Ashokkumar Jajoo	Non Promoter	10,000	25,00,000/-
11	Suhas Ashtaputre	Non Promoter	10,000	25,00,000/-
12	Sonika Bhavik Parikh	Non Promoter	10,000	25,00,000/-
13	Innsale Teknik Machinerics Private Limited	Non Promoter	10,000	25,00,000/-
14	Ramchandra Ramanlal Patel	Non Promoter	10,000	25,00,000/-
15	Sampath Iyengar	Non Promoter	10,000	25,00,000/-
16	Hardik N Shah HUF	Non Promoter	10,000	25,00,000/-
17	Hiral Hiren Parikh	Non Promoter	10,000	25,00,000/-
18	Raj kumar Dhupia	Non Promoter	10,000	25,00,000/-
19	Divya Mahendra Kankaria	Non Promoter	10,000	25,00,000/-
20	Pramil S Jain	Non Promoter	10,000	25,00,000/-
21	Manisha Arora	Non Promoter	10,000	25,00,000/-
22	MultiPLY Investment Advisors LLP	Non Promoter	8,000	20,00,000/-
23	Anu Arora	Non Promoter	4,000	10,00,000/-
<b>Total</b>			<b>4,22,000</b>	<b>10,55,00,000/-</b>

“**RESOLVED FURTHER THAT** as per the SEBI ICDR Regulations the “Relevant Date” for the purpose of determining the issue price of the Equity Shares is taken as Friday, January 20, 2023 **(as the Relevant date falling on weekend, the day preceding the weekend reckoned as the Relevant Date)**, being the date 30 (Thirty) days prior to the date of Extra Ordinary General Meeting being Monday, February 20, 2023.”

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

- i. an amount equivalent to 100% of the issue price of Equity Shares shall be payable at the time of subscription to the Equity Shares, as prescribed by Regulation 169 of the SEBI ICDR Regulations.
- ii. the consideration for allotment of relevant Equity Shares shall be paid to the Company from the Bank account of the respective Proposed Allottees.
- iii. the Equity Shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- iv. the entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- v. the Equity Shares to be offered/issued and allotted pursuant to the preferential issue shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
- vi. the Equity Shares to be allotted shall be in dematerialized form only.
- vii. the Equity Shares will be listed and traded on the Stock Exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

- viii. the Equity Shares proposed to be issued shall rank pari passu with the existing equity shares of the Company in all respects including as to the dividend and voting rights.

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the name 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 it to subscribe to the Equity Shares, as per the draft as available for inspection at the registered office of the Company and duly initialed 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 allottee inviting it 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 Listing 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 the SEBI ICDR 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 Exchange 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 as the Board in its absolute discretion shall deem fit to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons 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.”

By order of the Board,  
**For Sakar Healthcare Limited**

Date: January 21, 2023  
Place: Ahmedabad

**Bharat Soni**  
Company Secretary & Compliance Officer

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
1. Pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021, General Circular no. 20/2021 dated December 08, 2021, General Circular no. 03/2022 dated May 05, 2022, and General Circular no. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (**collectively referred to as “MCA Circulars”**) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (**collectively referred to as “SEBI Circulars”**) and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without the physical presence of the members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
2. In view of COVID-19 pandemic, social distancing is to be a pre-requisite and since this EGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email id [cs@sakarhealthcare.com](mailto:cs@sakarhealthcare.com), a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company’s website [www.sakarhealthcare.com](http://www.sakarhealthcare.com), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and of Central Depository Services (India) Limited (“CDSL”), [www.evotingindia.com](http://www.evotingindia.com).
5. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Monday, February 13, 2023, may obtain the login ID and password by sending a request at Issuer/ RTA.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Monday, February 13, 2023 only shall be entitled to avail the facility of remote e-voting as well as voting during the EGM.

9. The Board of Directors in their meeting held on Saturday, January 21, 2023 have appointed Mr.Kashyap R. Mehta Proprietor, M/s. Kashyap R. Mehta & Associates, Practicing Company Secretary as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
11. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company [www.sakarhealthcare.com](http://www.sakarhealthcare.com) and on the website of CDSL the results shall simultaneously be communicated to the NSE.

**Instructions for e-voting and joining the EGM are as follows:**

1. As you are aware, in view of COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs vide its General Circular No. 11/2022 dated 28.12.2022, General Circular No. 3/2022 dated 05.05.2022 and General Circular No. 14/2020 dated 08.04.2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.



**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins **at 9.00 a.m. on Friday, February 17, 2023 and ends at 5:00 p.m. on Sunday, February 19, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Monday, February 13, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

**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., CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **SAKAR HEALTHCARE LIMITED** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [viz.cs@sakarhealthcare.com](mailto:viz.cs@sakarhealthcare.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [atcs@sakarhealthcare.com](mailto:atcs@sakarhealthcare.com). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer** to scrutinize the remote e-voting & e-voting process in a fair and transparent manner. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange viz. National Stock Exchange of India Limited.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT REGULATION 163(1) OF SEBI ICDR REGULATIONS**

### **ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON-PROMOTER**

Your Company is a fully integrated pharmaceutical company engaged in manufacturing and marketing pharmaceutical formulations both in domestic as well as in international markets. The robust product portfolio covers over 22 therapeutic categories including Anti-infective, Analgesics, Anti-histamine, Proton Pump Inhibitor, Anti-Malarial, Vitamins, Anti-fungal, Diuretics, Oxytocics, Antacid, Laxative, Anticoagulant, Anaesthetic, Antidepressants, Bronchodilator, Antihelmintic, Adrenergic, Sedative, Anti-inflammatory, Anti emetic, Anticonvulsants, Antipsychotic. Sakar Healthcare has got techno-rich with inclusion of lyophilizer, manufacturing and commercializing lyophilised products.

The wide range of formulations that are manufactured includes:

- Small Volume Parenteral (Ampoules & vials) - EU GMP approved unit
  - Liquid Injections (ampoules/ vials)
  - Lyophilised injections (auto loading/unloading in vials)
- Cephalosporins (Tablet, Capsule, Sachet, Dry Syrup, Dry Powder injections)
- Oral Liquids (pet and glass bottles)

All the four state of art manufacturing units at Sakar are certified by WHO-GMP, cGMP, ISO 9001 2015. The WHO – GMP plant is approved by various international regulatory agencies like National Drug Authority of Uganda, Kenya, Yemen, Ethiopia, Congo, Ghana, MCAZ (Zimbabwe), Nigeria, Malawi, Cambodia, Philippines, Peru, Vietnam & Cote D'Ivoire. The Liquid & Lyophilised injection manufacturing unit has been approved by European Medical Agency (EMA).

The company has built up a plant with Schedule-M & WHO GMP and EU GMP requirement and well-equipped facility and capable of manufacturing quality products in Syrups, Suspensions, Elixirs, Cephalosporin Tablets, Capsules, Dry Syrup, Dry powder injection and Small volume liquid/lyophilisation parental manufacturing in totally clean pollution free environment. The company being in pharma sector for more than 15 years and having technical know-how of manufacturing varied formulations across different therapeutic segment.

**Anti-cancer (oncology) Project** –The Company is now looking to enhance its manufacturing capabilities by prospecting into oncology pharma segment by setting up oncology pharma plant. The oncology Pharma Plant is being setup with capacity to manufacture 9300 kgs.of Active Pharmaceutical Ingredients (API), 11488176 nos. of tablets and capsules and have increased the capacity to 1411200 nos. from 1008000 nos. of liquid and lyophilized injections to have significant growth.

The proposed issue and allotment of Equity Shares on a preferential basis shall be governed by the applicable provisions of the SEBI ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 163 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

The consent of the members is being sought by Special Resolution to enable the Board to issue the Equity Shares to the proposed allottee (non-promoter) in accordance with the provisions of the Companies Act, 2013 and the rules made there under, SEBI ICDR Regulations, as amended, SEBI LODR Regulations and any other applicable laws.

**a. Particulars of the Offer including details of Board Resolution passed:**

The Board of Directors of the Company (“**Board**”) at its meeting held on Saturday, January 21, 2023 subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“the Act”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“SEBI ICDR Regulations”), of the following securities to the proposed allottees (“Proposed Allottees”):

- Up to 4,22,000(Four Lakh Twenty Two Thousand) equity shares (“**Equity Shares**”), at an issue price of ₹250/- (Rupees Two Hundred and Fifty Only) (including a premium of ₹240/- (Two Hundred and Forty Only)) per Equity Share of the face value of ₹10/- each which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

**b. The Object of the Issue through preferential offer**

To manufacture anti-cancer injection products both in Liquid and Lyophilised form under isolator technology for segregation of aseptic products towards procurement of additional equipments, manufacturing vessels, to optimize the usage of the facility, to ensure product safety and sterility throughout the entire manufacturing cycle, it provides a high degree of protection from external elements or contaminants, with breach compensatory mechanism to prevent the escape of the hazardous product and protect the environment.

**Manufacturing unit will be having following facilities for the plant:**

- Quality Assurance department (QA)
- Quality Control department (QC)
- Production units
- Warehouse and Engineering
- Microbiology laboratory
- Admin & Human Resource departments
- Environment Health & Safety procedures (EHS)

Our Company intends to utilize the proceeds raised through the Issue (“**Issue Proceeds**”) towards funding the following objects:

a) Procurement of Machinery and Equipments with Electrification

(Collectively, referred to herein as the “**Objects**”)

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the borrowings were availed, and which are proposed to be repaid/prepaid from the Issue Proceeds and (iii) activities for which funds earmarked towards general corporate purposes shall be used. Further, our objects as stated in the Memorandum of Association do not restrict us from undertaking the activities for which the funds are being raised by our Company through this Issue.

**Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:**

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds set forth below:

Sl. No.	Objectives of the proposed issue	Amount Specified (₹ in crore)	Range (₹ in crore)	Utilisation Timeline	Reasons for giving the range
1	Procurement Machinery and Equipments with Electrification	10.55	10.55	March 2023 - August 2023	NA

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our arrangements with the lenders. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

**c. Maximum number of specified securities to be issued, particulars of the offer including date of passing Board resolution and the amount which the Company intends to raise through the proposed issue.**

The Board of Directors of the Company (“Board”) in their meeting held on Saturday, January 21, 2023 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding ₹10,55,00,000/- (Rupees Ten Crore Fifty Five Lakh Only) by way of issue, offer and allotment of up to 4,22,000 (Four Lakh Twenty Two Thousand) Equity Shares having face value of ₹10/- (Rupees Ten only) each at an issue price of ₹250/- (Rupees Two Hundred and Fifty Only) including premium of ₹240/- (Rupees Two Hundred and Forty Only) per Equity Share to the persons belonging to non-promoter category.

**d. The proposal of the Promoters/Directors/Key Management Personnel of the issuer to subscribe to the offer.**

None of the promoters, directors or key managerial personnel of the Company are subscribing to the Preferential Issue.

**e. The allotment of Equity Shares is subject to the Proposed Allottees not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottees have represented that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.**

**f. The shareholding Pattern of the Issuer before and after the preferential issue**

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



S. No.	Category	Pre issue No. of Shares	Pre-Issue %	Post issue No. of Shares	Post Issue %
<b>A. Promoter and Promoter Group</b>					
<b>1.</b>	<b>Indian</b>				
a.	Individual	11561043	62.10	11561043	60.72
b.	Others HUF	-	-	-	-
c.	Bodies Corporate	-	-	-	-
	<b>Sub Total (A)(1)</b>	<b>11561043</b>	<b>62.10</b>	<b>11561043</b>	<b>60.72</b>
<b>2.</b>	<b>Foreign</b>	-	-	-	-
	<b>Sub Total (A)(2)</b>	-	-	-	-
	<b>Total Promoter Shareholding A= (A)(1) + (A)(2)</b>	<b>11561043</b>	<b>62.10</b>	<b>11561043</b>	<b>60.72</b>
<b>B. Non-Promoter Group</b>					
<b>1</b>	<b>Institutions</b>				
a.	Institutional Investors Domestic	60720	0.33	60720	0.32
b.	Institutional Investors Foreign	3000535	16.12	3000535	15.76
	<b>Sub- Total B (1)</b>	<b>3061255</b>	<b>16.45</b>	<b>3061255</b>	<b>16.08</b>
<b>2</b>	<b>Non- Institutions</b>				
a.	Individuals / Directors /KMP	3284479	17.64	3468479	18.22
b.	Bodies Corporate	522505	2.81	590505	3.10
c.	HUF	92014	0.49	262014	1.38
d.	Other (Including NRIs, Clearing Member, Foreign Nationals and Trusts)	96704	0.52	96704	0.51
	<b>Sub- Total B (2)</b>	<b>3995702</b>	<b>21.46</b>	<b>4417702</b>	<b>23.20</b>
	<b>Total Public Shareholding B= (B)(1) + (B)(2)</b>	<b>7056957</b>	<b>37.90</b>	<b>7478957</b>	<b>39.28</b>
	<b>Total A+B</b>	<b>18618000</b>	<b>100.00</b>	<b>19040000</b>	<b>100.00</b>

Notes:

1. The Pre-preferential shareholding pattern is as on January 20, 2023.
2. The table shows the expected shareholding pattern of the Company upon assumption of the full allotment of shares as proposed and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

**g. The Time within which preferential issue shall be completed**

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

- h. Particulars of the Proposed Allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s), 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:**

Sr. No.	Name & PAN of the Proposed Allottee(s)	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottees	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issue Shareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
1	Shreyas V Shah HUF  PAN- ABDHS7694J	Karta - Shreyas V Shah PAN- AFXPS9576H	Nil	-	1,60,000	1,60,000	0.84
2	Al-Cast Rolling LLP  PAN- ABHFA2064L	There is no ultimate beneficial owner who holds more than 25% beneficial interest (directly or indirectly) in Al-Cast Rolling LLP. However, following are the details of designated partners :  1. Pradipkumar Panchanbhai Sadaria PAN- AEJPS3483G  2. Mayurkumar Panchanbhai Sadaria PAN- AEJPS3484B	Nil	-	20,000	20,000	0.11
3	Heeru Corrosion Protection Services India Private Limited  PAN- AAACH4842E	Girish Vasantrai Katkoria PAN-ADAPK9529M	Nil	-	20,000	20,000	0.11
4	Darshankumar Piyushkumar Patel  PAN- ASGPP2934A	Darshankumar Piyushkumar Patel	Nil	-	20,000	20,000	0.11
5	Abha Sunil Kabra  PAN- ADNPC5698L	Abha Sunil Kabra	Nil	-	20,000	20,000	0.11

Sr. No.	Name & PAN of the Proposed Allottee(s)	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottees	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issue Shareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
6	Prakash Sushil Diwan PAN-AGKPD2836M	Prakash Sushil Diwan	Nil	-	20,000	20,000	0.11
7	U Tech Fasten Private Limited PAN-AAACU7305B	Hirendrakumar N. Vyas PAN-AGDPV6235F	Nil	-	10,000	10,000	0.05
8	Rashmi Bafna PAN-AGXPB3827B	Rashmi Bafna	Nil	-	10,000	10,000	0.05
9	Kishor Mahendra Sinh Dabhi PAN-CPJPD4195K	Kishor Mahendra Sinh Dabhi	Nil	-	10,000	10,000	0.05
10	Ashokkumar Jajoo PAN-AAYPJ0214F	Ashokkumar Jajoo	Nil	-	10,000	10,000	0.05
11	Suhas Ashtaputre PAN-AEXPA2571H	Suhas Ashtaputre	Nil	-	10,000	10,000	0.05
12	Sonika Bhavik Parikh PAN-AQCPP5841Q	Sonika Bhavik Parikh	Nil	-	10,000	10,000	0.05
13	Innsale Teknik Machineris Private Limited PAN-AAACT7159G	Neelima R. Aga PAN- ABLPA2016N	Nil	-	10,000	10,000	0.05
14	Ramchandra Ramanlal Patel PAN-AHKPP3805H	Ramchandra Ramanlal Patel	Nil	-	10,000	10,000	0.05
15	Sampath Iyengar PAN-AACPI7851F	Sampath Iyengar	Nil	-	10,000	10,000	0.05

Sr. No.	Name & PAN of the Proposed Allottee(s)	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottees	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issue Shareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
16	Hardik N Shah HUF PAN- AACHH2475N	Karta – Hardik N Shah PAN- AEPPS0671E	Nil	-	10,000	10,000	0.05
17	Hiral Hiren Parikh PAN- AJGPP7949C	Hiral Hiren Parikh	Nil	-	10,000	10,000	0.05
18	Raj kumar Dhupia PAN- ACCPD8815G	Raj kumar Dhupia	Nil	-	10,000	10,000	0.05
19	Divya Mahendra Kankaria PAN- ENWPK9313M	Divya Mahendra Kankaria	Nil	-	10,000	10,000	0.05
20	Pramil S Jain PAN- ABMPJ2829B	Pramil S Jain	Nil	-	10,000	10,000	0.05
21	Manisha Arora PAN- ACBPA3949H	Manisha Arora	Nil	-	10,000	10,000	0.05
22	MultiPLY Investment Advisors LLP PAN- ABRFM5380K	Govind Kumar Kabra PAN- AATPK8210B and Saurabh Kabra PAN- AXPPK2756H	Nil	-	8,000	8,000	0.04
23	Anu Arora PAN- ABFPA3668N	Anu Arora	Nil	-	4,000	4,000	0.02
<b>Total</b>					<b>4,22,000</b>	<b>4,22,000</b>	<b>2.22</b>

**Notes:**

1. The Pre-issue Shareholding is as on January 20, 2023
2. There shall not be change in control consequent to the present preferential issue of Equity shares.

**i. Undertakings**

- ✓ Neither the Company nor its Directors or Promoter have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- ✓ In terms of SEBI ICDR Regulations, the Company shall re-compute the price of the Equity Shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations the Equity Shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.
- ✓ The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange, where the equity shares of the issuer are listed and the Listing Regulations, as amended, and any circular or notification issued by SEBI.
- ✓ The Company will make an application to the Stock Exchange at which the existing equity shares are listed, for listing of the proposed Equity Shares.

**j. Basis on which the price has been arrived and Valuation Report:**

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Equity Shares in preferential issues has to be calculated as:

- (a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- (b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The shares of the Company are listed and traded on NSE. As per the trading volume data available on the Stock Exchange, the shares of the Company are frequently traded.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchanges preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.



**Articles of Association of the Company** does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations, as the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Proposed Allottees, the pricing shall be:

- Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares).
- Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations: **Not applicable.**

Accordingly, the Equity Shares shall be issued at an issue price of ₹250/- (Rupees Two Hundred and FiftyOnly) per Equity Share of the face value of ₹10/- each (including a premium of ₹240/- (Rupees Two Hundred and FortyOnly) per Equity Share) which is higher than the issue price as determined as per the SEBI ICDR Regulations.

Price determined as per 90 trading days VWAP – ₹246.94

Price determined as per 10- trading days VWAP – ₹243.09

Hence, the issue price determined as per 164(1) of the SEBI ICDR Regulations is ₹246.94 which is rounded off to ₹250/-.

**Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

**Valuation for consideration other than cash:** Not Applicable

**k. Relevant date with reference to which the price has been arrived at**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Equity Shares is Friday, January 20, 2023 (“**Relevant Date**”),(as the **Relevant date falling on weekend, the day preceding the weekend reckoned as the Relevant Date**) being the date which is 30 days prior to the date of Extra Ordinary General Meeting (“**EGM**”) i.e., Monday, February 20, 2023.

**l. Practicing Company Secretary’s Certificate**

The Company has obtained a certificatedated Saturday, January 21, 2023from the Mr. Kashyap R. Mehta, Practicing Company Secretary (Proprietor of Kashyap R. Mehta & Associates) certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements ofSEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address [www.sakarhealthcare.com](http://www.sakarhealthcare.com).

**m. Lock-in Period:**

The Equity Shares issued on preferential basis will be subject to lock-in as provided in Regulation 167(2) of the SEBI ICDR Regulations i.e., for a period of six months from the date of trading approval.Further, the Proposed Allottees do not hold any Equity Shares in the Company, hence there is no requirement of lock in of pre-preferential allotment shareholding.

**n. Change in control**

Consequent to the proposed preferential issue of Equity Shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

**o. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;**

During the year 2022-23, the Company allotted 15,00,000 Equity Shares of face value Rs.10/- each at Rs.160/- (including premium of Rs.150/- per Equity Share) to HBM Healthcare Investments (Cayman) Ltd (SEBI registered FPI-Non Promoter) on 8<sup>th</sup> July, 2022. Except this the Company has not made any preferential allotments during the year.

**p. The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter**

The Current and proposed status of the allottees post the preferential issue is “Non-Promoter”.

**q. Payment of Consideration:**

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations 100% consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottees.

The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

**r. Dues toward SEBI, Stock Exchanges or Depositories:**

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

**s. Other Disclosures**

- a. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b. The Board, in its meeting held on January 21, 2023 has approved the issue of Equity Shares on preferential basis to the proposed Allottees in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
- c. The company is not required to appoint any Monitoring agency as specified under 162A of SEBI ICDR Regulations.

The Board recommends the Special Resolution mentioned in the Notice, for the approval of the Members.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

By order of the Board,  
**For Sakar Healthcare Limited**

Date: January 21, 2023  
Place: Ahmedabad

**Bharat Soni**  
Company Secretary & Compliance Officer