



August 29, 2023

To,
Corporate Service Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirement Regulation) 2015

Scrip Code: 542248

Dear Sir,

The Board of Directors at their meeting concluded on Monday, August 28, 2023 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company on Resolutions as set out in the said Postal Ballot Notice.

With reference to captioned subject, please find enclosed herewith Postal Ballot Notice together with the Explanatory Statement sent to the members of the Company whose names appear on the Register of Members / List of Beneficial Owners as on Friday, August 25, 2023.

The e-voting period shall commence on Wednesday, August 30, 2023 at 9.00 a.m. and shall end on Thursday, September 28, 2023 at 5.00 p.m.

Kindly take the same on your record.

Thanking You,

For Deccan Health Care Limited

Vaishali Gagnani

Company Secretary & Compliance Officer

M.No.-A58408

Registered Office:

CIN: L72200TG1996PLC024351. Estd: 1996
Address : H.No. 6-3-348/4, Dwarakapuri Colony
Punjagutta, Hyderabad – 500 082,
Telangana, India

Innovation Hub & Manufacturing:

Address: Plot No.13, Sector-03, (SIDCUL), IIE,
Panthnagar, Udam Singh Nagar – 263 153,
U.K., India

NOTICE OF POSTAL BALLOT

To
The Members of **Deccan Health Care Limited**

NOTICE is hereby given, pursuant to provisions of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') & any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, if any, the Company hereby seeks consent of the shareholders ('Members') of **Deccan Health Care Limited ('the Company')** (CIN: L72200TG1996PLC024351), for the Resolutions appended herein below through Postal Ballot by way of Remote E-voting ('E-voting') only.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022, the Notice is hereby given that the resolutions appended to this notice are proposed to be passed by the members by means of postal ballot through remote electronic voting (e-voting).

The explanatory statement setting out material facts pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 is also annexed herewith. The Postal Ballot Notice will be sent by E-mail to all the Members whose E-mail ID are registered with the Company/Depository Participant/Registrar and Share Transfer Agents. The Members assent/dissent will be received only through Remote E-voting System. This Postal Ballot is accordingly initiated in compliance of above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and prepaid business envelope will not be sent to the Members for this Postal Ballot.

The Company has engaged services of M/s. National Securities Depository Limited (NSDL) for providing E-voting facility to shareholders of the Company. The Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through Remote E-voting only. The Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by Remote E-voting.

The remote e-voting facility is available at the link: <https://eservices.nsdl.com> from Wednesday, August 30, 2023 (09:00 AM) to Thursday, September 28, 2023 (05:00 PM). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 4 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided the Company through NSDL

The Company has appointed M/s M R Bhatia & Co, Ahmedabad, Practicing Company Secretaries Proprietor Ms Monika Bhatia (Membership Number-10397) for conducting the postal ballot process through remote e-voting in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by the Board in writing, after completion of scrutiny of postal ballot (by remote e-voting) process in a fair and transparent manner. The results of the postal ballot will be announced within two working days of the Conclusion of Postal Ballot and will be displayed on the website of the Company (i.e. www.deccanhealthcare.co.in) and will be intimated to BSE Limited where the Equity Shares of the Company are listed.

SPECIAL BUSINESS:

1. To approve the issuance of equity shares on preferential basis

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum 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 (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to the Board to Create, Issue, Offer and allot upto 33,33,000 (Thirty Three Lacs Thirty-Three Thousand Only) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each on Preferential Basis (“Preferential Issue”), at an issue price of Rs. 30.00 per equity share (including a premium of Rs. 20.00 per equity share) being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard aggregating up to Rs.9,99,90,000 (Rupees Nine Crores Ninety Nine Lacs Ninety Thousand Only) to the following allottee(s), (hereinafter referred to as the “Proposed Allottee(s)”).

| Sr. No. | Name of the Proposed Allottee(s) | Category | No. of Shares to be allotted |
|----------------|---|--|-------------------------------------|
| 1. | Focal Ventures Private Limited | Public –Non - Institutional – Bodies Corporate | 33,33,000 |
| | Total | | 33,33,000 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the Preferential Issue of the Equity Shares is Tuesday, August 29, 2023, being the date 30 days prior to the date of this Meeting. (“**Relevant Date**”).

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The full consideration (‘Cash Consideration’) in respect of Equity Shares shall be paid by the Proposed Allottee(s) at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottee(s)’ bank account
- b) The Equity Shares to be allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company bearing ISIN: **INE452W01019** in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company
- c) The pre-preferential shareholding of the proposed allottees to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations subject to receipt of necessary permissions and approvals;
- d) The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions
- f) The equity shares so offered, issued and allotted will be listed on the Bombay Stock Exchange of India Limited (Main Board Platform) where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on BSE Platform where the equity share of the Company are currently listed.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall

be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provision of the Companies Act 2013, the names of the Subscribers 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 Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers to the Equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer including making an offer to the proposed allottees through private placement offer letter, issue and allotment of the Warrants and/or Equity Shares on conversion of such Warrants and listing thereof with the Stock Exchange as appropriate including admission of such Warrants and/or Equity Shares to be allotted on exercise of option attached to such Warrants with the depositories and corporate actions thereof and utilization of proceeds of the preferential issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid

2. To approve Issue of Convertible Warrants on Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the ‘Listing Regulations’) and other applicable laws and rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the listing agreement entered into by the Company with Bombay Stock Exchange of India Limited (‘Stock Exchange’) on which the Equity Shares

having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions and 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 mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to any other alteration, modification, corrections, changes, and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot, in one or more trench, from time to time, upto 53,73,000 (Fifty Three Lakhs Seventy Three Thousand Only) Convertible Warrants ('Warrants/Convertible Warrants') in one or more tranches at an issue price of Rs. 30/- (Rupees Thirty Only) per warrant at a price in accordance with the provisions of Chapter V of SEBI ICDR Regulations upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard, on preferential basis to the following Proposed Allotees and such warrants convertible into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) at a premium of Rs. 20/- (Rupees Twenty Only) each at an option of the Warrant Holders, at any time, in one or more tranches, within Eighteen (18) months from the date of allotment of warrants on payment of balance 75% amount due on warrants, and to issue fresh Equity Shares on the conversion of Warrants:

| Sr No | Name of Proposed Allotees | Category of Allotees | No. of Warrants proposed to be allotted |
|-------|---------------------------------------|---|---|
| 1 | Mr. Minto Purshottam Gupta | Promoter – Individual | 12,80,000 |
| 2 | Focal Ventures Private Limited | Public–Non-Institutional – Bodies Corporate | 18,13,000 |
| 3 | M/s Krishna Ventures | Public - Non-Institutional – Partnership Firm | 12,80,000 |
| 4 | Mr. Akhil Bhandari | Public – Individual – Non – Resident Indian | 10,00,000 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Warrants shall be Tuesday, August 29, 2023, being the date 30 days prior to date on which the meeting is held to consider the proposed issue

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of option attached to such Warrants under the Preferential Allotment/Preferential Issue on shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) Each Warrant held by the Proposed Allotees ("Warrant Holders") shall entitle them to apply for and obtain allotment of one Equity Share for every one Warrant at any time in one or more tranches, within Eighteen (18) months from the date of allotment of warrants (the "Warrant Exercise Period").

- (b) The Proposed Allottees shall, before the date of allotment of Warrants, pay an amount (initial consideration) equivalent to at least 25% of the total consideration payable against the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holders at the time of submitting application for conversion of warrants for allotment of the equity shares pursuant to exercise of option attached to such Warrants.
- (c) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Listing Regulations except to the extent and in the manner permitted there under.
- (d) Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of option attached to such Warrants shall be paid to the Company from the bank account of the respective Proposed Allottees.
- (g) In the event the Warrant Holder(s) do not exercise of option attached to such Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holders any voting rights or dividend entitlement in the Company in respect of such Warrants.
- (i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
- (j) The Equity Shares to be allotted on exercise of option attached to such Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (k) In case of Split / sub-division of equity shares of the Company, the face value of equity shares and premium shall be calculated /adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decided, approve and/or accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer including making an offer to the proposed allottees through private placement offer letter, issue and allotment of the Warrants and/or Equity Shares on conversion of such Warrants and listing thereof with the Stock Exchange as appropriate including admission of such Warrants and/or Equity Shares to be allotted on exercise of option attached to such Warrants with the depositories and corporate actions thereof and utilization of proceeds of the preferential issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

3. To Increase Authorized Share Capital of the Company & Consequential Amendment in Memorandum of Association of the Company

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

RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and reenactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten each) to Rs. 26,00,00,000/- (Rupees Twenty Six Crore only) divided into divided into 2,60,00,000 (Two Crore Sixty Lacs only) Equity Shares of Re. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following: -

V. The Authorized Share Capital of the company is Rs. 26,00,00,000/- (Rupees Twenty Six Crore only) divided into divided into 2,60,00,000 (Two Crore Sixty Lacs only) Equity Shares of Re. 10/- (Rupee Ten) each

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution

| | |
|---|---|
| <p>Place: Hyderabad Date: August 29, 2023</p> | <p>By Order of the Board For Deccan Health Care Limited Sd/- Vaishali Gagnani Company Secretary & Compliance Officer Membership No. A-58408</p> |
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Notes:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on **Friday, August 25, 2023 (the ‘cut-off date’)** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited (“RTA”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.deccanhealthcare.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://eservices.nsdl.com>.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them **on the cut-off date on Friday, August 25, 2023**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to M/s. Bigshare Services Private Limited sending an e-mail on

amarendranath.r@bigshareonline.com or to the Company at its e-mail id i.e. cs@deccanhealthcare.co.in

6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. Thursday, September 28, 2023 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

The members have to vote through remote e-voting platform only In case of any query / grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or to the Company at cs@deccanhealthcare.co.in.

7. The Board has appointed Ms. Monika Bhatia, Practicing Company Secretary (FCS 10397 CP 13348), as the Scrutinizer to conduct the Postal Ballot - remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing Director or to any other person authorised by the Board of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/any other person authorised by the Board within two working days of the Conclusion of Postal Ballot. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall also be communicated to BSE Limited. The Scrutinizer’s decision on the validity of the voting shall be final.
8. As required under various statute, the following documents have been uploaded on the Website of the Company
 - (a) Postal Ballot Notice
 - (b) Valuation Report issued by Independent Registered Valuer
 - (c) Certificate of practicing company secretary in terms of Regulation 163(2) of the SEBI ICDR Regulations

VOTING THROUGH ELECTRONIC MEANS

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 & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) 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 will be provided by NSDL.

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:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. 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. 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is |

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| | <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="798 734 1308 1041" style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & |

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|--|---|
| | 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. |
| 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. |

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 022 - 4886 7000 and 022 - 2499 7000 |
| 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 toll free no. 1800 22 55 33 |

B) Login Method for 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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.

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.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 mrbhataics@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Tejas Chaturvedi at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories 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@deccanhealthcare.co.in.
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@deccanhealthcare.co.in. If you are an Individual shareholders 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.

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| <p>Place: Hyderabad Date: August 29, 2023</p> | <p>By Order of the Board For Deccan Health Care Limited Sd/- Vaishali Gagnani Company Secretary & Compliance Officer Membership No. A-58408</p> |
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EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard on General Meetings)

Item No. 1 - ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the following statement sets out the material facts relating to Item No. 1 of this Notice:

Considering the business potential and viability of the Company, we propose to make a further issue of capital on preferential basis to certain strategic investors. Accordingly, the Board at its meeting held on August 28, 2023 approved the issuance of equity shares of the Company on a preferential basis subject to the approval of Shareholders and the relevant Stock Exchanges. Board has resolved to offer, allot and issue upto 33,33,000 (Thirty Three Lacs Thirty-Three Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each to the following Allottees (as mentioned below) at an issue price of Rs. 30.00/- (Rupees Thirty) per Equity Share (including a premium of Rs. 20.00) aggregating upto Rs. 9,99,90,000 (Rupees Nine Crores Ninety-Nine Lacs Ninety Thousand Only) for cash.

The detail of is the proposed issue is as under:

| Name of Proposed Allottee | Amount (in Rs) | Category |
|--------------------------------|--------------------|----------|
| Focal Ventures Private Limited | 9,99,90,000 | Public |
| TOTAL | 9,99,90,000 | |

It may be noted that;

- All equity shares of the Company are already fully paid up as on date. Further, All equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
- All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form.
- The Company is 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 Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder
- The Company has obtained the Permanent Account Numbers of the proposed allottees
- The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
- None of the Promoters and Directors of the Company are fugitive economic offender.
- The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Postal Ballot seeking shareholders’ approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 (“Act”), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

1. Particulars of the offer including date of passing of Board resolution.

To create, issue, offer and allot up to 33,33,000 (Thirty Three Lacs Thirty-Three Thousand Only) Equity Shares of Rupees 10.00 (Rupees Ten only) each, on a preferential basis (“Preferential Issue”), to the Proposed Allottees at an issue price of Rupees 30.00 (Rupees Thirty only) per Equity Share including Security Premium of Rupees 20.00 (Rupees Twenty only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on August 28, 2023.

2. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue.

The Equity Shares of Company are listed on Main Board Platform of Bombay Stock Exchange of India Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e. Tuesday, August 29, 2023 and are frequently traded in accordance with SEBI ICDR Regulations

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

(a) In case of “frequently traded shares Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- (i) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (i) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange 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

- (a) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) 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 allottees 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 do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:

Or

ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated August 29, 2023 from Mr. Abhishek Chhajed, an Independent Registered Valuer having its registered Office at Ahmedabad India and Registration No: IBBI/RV/03/2020/13674 and the copy of the same has been hosted on the website of the Company which can be accessed at www.deccanhealthcare.co.in under Investor Relations tab.

As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 29.58/-

However, the issue price for this Preferential Issue is kept at Rs. 30.00 per Equity Share including Security Premium of Rs. 20.00 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

3. The Price Band at/within which the allotment is Proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 30.00 (Rupees Thirty only) per Equity Share including Security Premium of Rs. 20.00 (Rupees Twenty only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations

4. Amount which the company intends to raise by way of such Equity Shares:

Upto Rs. 9,99,90,000 (Rupees Nine Crores Ninety-Nine Lacs Ninety Thousand Only)

5. Objects of the Issue:

The proceeds of the preferential offer are proposed to be used to augment our capital base, to meet increased working capital requirements and the General Corporate purposes or such other objects, as the Board may from time to time decide in the best interest of the Company

6. Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue upto 33,33,000 fully paid-up equity shares of the Company having a face value of Rs. 10 /- (Rupees Ten Only) each.

7. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer or separately in furtherance of these objects

8. Relevant Date:

The 'Relevant Date' for the purpose of determining the issue price is August 29, 2023 being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.

9. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the (a) Public – Non - Institutional – Bodies Corporate

10. Shareholding Pattern of the issuer before and after the issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure 1 forming part of this Notice.

11. Proposed time within which allotment shall be completed:

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

12. The identity of the natural persons who are the ultimately beneficial owners of the shares proposed to be allotted and / or who ultimately control:

Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

As in the instant issue , the following disclosures are made related to Ultimate Beneficial Ownership:

| Sl. No. | Name of the Allottees | Category | Ultimate Beneficial Ownership |
|---------|--------------------------------|---|---|
| 1 | Focal Ventures Private Limited | Public –Non- Institutional – Bodies Corporate | Mr. Legala Vijayanand Reddy – Controlling Ownersip (98%) |

13. Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees:

| Name of Proposed Allottee(s) | Category | Post Issue ShareHolding* | |
|--------------------------------|---|--------------------------|------------------------------|
| | | No of Equity Shares | % of Post Issue Shareholding |
| Focal Ventures Private Limited | Public –Non- Institutional – Bodies Corporate | 56,46,000 | 21.93 |

*Assuming the full conversion of Warrants in to equity shares, subject to compliance of applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

14. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Non Promoters. The current status of proposed allottees will not be changed after preferential issue.

15. Changes in control, if any, in the Company consequent to the issue:

There shall be no change in the management or control of the Company pursuant to the proposed issue of Equity Shares or convertible warrants on preferential basis including upto conversion thereof into Equity shares of the Company.

16. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any allotments during the year.

17. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

The allotment is not being for consideration other than cash. However, as the allotment exceeds 5% to Focal Ventures Private Limited, a Valuation Report has been obtained from a Independent Registered Valuer for justifying the pricing of proposed preferential equity shares

18. Lock in restrictions:

The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

19. Certificate from Practicing Company Secretary:

A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be

placed before the shareholders of the Company. The Certificate will also available on the Company's website <https://www.deccanhealthcare.co.in>

20. Undertakings:

In accordance with the SEBI ICDR Regulations;

- i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ii. The Proposed Allottee has not sold/transferred any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.
- iii. The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them;

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid/within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

21. Disclosure pertaining to wilful defaulters or a fraudulent borrower:

Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent borrower.

22. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

23. Current and proposed Status of the Proposed Allottee post preferential issue:

The proposed allotment shall be made to the proposed allottees, who will be classified in the Public Category and after allotment there will be no change in Control of the Company.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 1 for the approval of the members.

None of the Promoters or Directors and their relatives forming part of the Promoter Group of the Company have any interest in this resolution. They do not have any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 2 - ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statement sets out the material facts relating to Item No. 2 of this Notice:

In terms of provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations') and other applicable laws and rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the listing agreement entered into by the Company with Bombay Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed approval of members of the Company by way of special resolution is required for allotment of Convertible Warrants (the 'Warrants/Convertible Warrants') on preferential basis, to the Promoter(s) and person(s) other than promoter / Promoter Group ('Proposed Allotees').

The Proposed Allotees have represented and declared to the Company that neither themselves nor any person belonging to promoter group, in case of proposed allottees are belonging to promoter(s) or promoter group, have sold / transferred any equity shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed issue of convertible Warrants on preferential basis to the proposed allottees are as under:

A. Particulars of the offer including date of passing of Board resolution, Kinds of securities offered and the price at which security is being offered and; amount which the Company intends to raise by way of such Securities:

The Board of Directors of the Company (the 'Board'), in their meeting held on 28th August, 2023, subject to members approval and other necessary approvals, have approved to create, issue, offer and allot maximum upto 53,73,000 (Fifty Three Lakhs Seventy Three Thousand Only) Convertible Warrants at issue price of Rs. 30/- (Rupees Thirty Only) per warrant each in accordance with the relevant provisions of the SEBI ICDR Regulations, or other applicable laws in this regard, on preferential basis to the Proposed allottees and such warrants convertible in to equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) at a premium of Rs. 20/- (Rupees Twenty Only) each, at an option of the Warrant Holders, at any time, in one or more tranches, within Eighteen (18) months from the date of allotment of warrants on payment of balance 75% amount due on warrants, and to issue fresh equivalent number of fully paid-up Equity Shares of Rs. 10/- each on the conversion of Warrants, to such Proposed Allotees.

The offer for the proposed allotments as mentioned above in Item No. 1 shall be made by way of Offer Letter (PAS-4) to be issued to the proposed allottees.

B. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash only.

C. Price or price band at/within which the allotment is proposed:

There shall be no price band. All the convertible warrants under this preferential issue shall be made at an issue price of Rs. 30/- (Rupees Thirty Only) or as may be determined as on relevant date in accordance with the provisions of Chapter V of SEBI ICDR Regulations or such other higher price, if required

D. The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used to augment our capital base, to meet increased working capital requirements and the General Corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

E. The Maximum number of securities to be issued:

Maximum upto 53,73,000 (Fifty Three Lakhs Seventy Three Thousand Only) Convertible Warrants are proposed to be issued at a price of Rs. 30/- (Rupees Thirty Only) per warrant convertible in to equal number of equity shares of Rs. 10/- each at a premium of Rs. 20/- (Rupees Twenty Only) are proposed to be issued.

F. Intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer:

Mr. Minto Purshottam Gupta person belonging to the promoters Group have shown their intension to subscribe total 12,80,000 convertible warrants. The details of their respective subscription are provided in the resolution itself.

Except above, none of the Promoters or Person belonging to the Promoters' Group/Directors or Key Managerial Personnel of the Company intends to subscribe Warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

G. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoters and Persons belonging to Promoters' Group of the Company and persons other than Promoter / Promoter Group.

H. Shareholding Pattern of the Company before and after the Preferential Issue / Pre Issue and Post Issue Shareholding pattern:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure 1 forming part of this Notice.

I. Time within which the preferential issue shall be completed:

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, in case of Warrants, the allotment of warrants shall be made by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approval, then allotment shall be completed within a period of Fifteen (15) days from the date of receipt of such approvals or permissions as the case may be.

Further, upon exercise of the option by the allottee(s) to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of option attached to / to convert such Warrants in to

equity shares, shall be allotted within a period of 15 days from the date of exercise of such option by the allottee(s) in compliance with provisions of Regulation 162(2) of ICDR Regulations.

J. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

| Sl. No. | Name of the Allottees | Category | Ultimate Beneficial Ownership |
|---------|--------------------------------|---|--|
| 1 | Mr Minto Purshottam Gupta | Individual - Promoter | Self – Mr Minto Purshottam Gupta |
| 2 | Focal Ventures Private Limited | Public –Non-Institutional – Bodies Corporate | Mr. Legala Vijayanand Reddy – Controlling Ownersip (98%) |
| 3 | M/s Krishna Ventures | Public –Non-Institutional – Others (Partnership Firm) | Mr Rakesh Patni (Partner) – Controlling Stake (75%) |
| 4 | Mr Akhil Bhandari | Individual – Non-Promoter - Non-Resident | Self – Mr Akhil Bhandari |

K. Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees:

| Name of Proposed Allottee | Category | Post Issue Share Holding | |
|---------------------------------------|---|--------------------------|------------------------------|
| | | No of Equity Shares | % of Post Issue Shareholding |
| Mr Minto Purshottam Gupta | Individual - Promoter | 33,86,467 | 13.15 |
| Focal Ventures Private Limited | Public –Non-Institutional – Bodies Corporate | 56,46,000 | 21.93 |
| M/s Krishna Ventures | Public –Non-Institutional – Others (Partnership Firm) | 12,80,000 | 4.97 |
| Mr Akhil Bhandari | Individual – Non-Promoter - Non-Resident | 10,00,000 | 3.88 |

L. Current and proposed status of allottees post preferential issue:

The current status of proposed allottees will not be changed after preferential issue.

M. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the proposed issue of convertible warrants on preferential basis including upto conversion thereof into Equity shares of the Company.

N. Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date is reckoned as Tuesday, 29th August, 2023, i.e., 30 (thirty) days prior to the date of Extra Ordinary General Meeting to be convened

to approve issue of Convertible Warrants on Preferential Basis, in accordance with the SEBI ICDR Regulations.

O. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer / Basis on which the price has been arrived:

In terms of second proviso to the Sub-rule 1 of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the price of shares to be issued on a preferential basis by a listed company is not required to be determined by the valuation report of a registered valuer.

Further, in terms of Regulation 164(1) of SEBI ICDR Regulations, the equity shares of the Company have been listed on a recognized stock exchange for a period of 90 trading days or more as on the relevant date and also the shares are frequently traded on stock exchange, and therefore, the price at which the convertible warrant shall be allotted pursuant to the preferential issue shall be not less than higher of the following:

- (ii) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (iii) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The relevant date for the purpose of pricing for this preferential issue shall be Tuesday, 29th August, 2023.

However, proposed allotment is more than 5 % of post issue fully diluted share capital of the Company. Therefore, as per provisions of Regulation 166A of the SEBI ICDR Regulations, 2015, valuation report from Independent Registered Valuer is required. The Company has obtained from Independent Valuer Mr. Abhishek Chhajed, an Independent Registered Valuer having its registered Office at Ahmedabad India and Registration No: IBBI/RV/03/2020/13674. The Valuation Report is available on website of the Company at www.deccanhealthcare.co.in.

As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 29.58/-

Therefore, in terms of Regulation 164(1) and Regulation 166A of the SEBI ICDR Regulations, the warrants are proposed to be issued at a price of Rs. 30/- (Rupees Thirty only) each which is not less than floor price.

P. Amount which the Company intends to raise by way of such convertible warrants:

The Company intends to raise up to a maximum of upto Rs. 16,11,90,000 Crore (Rupees Sixteen Crore and Eleven Lacs Ninety Thousand Only) by way of such convertible warrants

Q. Undertaking regarding re-computation of price:

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, therefore, it is not required to recompute the price per equity share to be issued. Hence, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and (h) of the SEBI (ICDR) Regulations.

R. Lock in Period:

The Warrants and the equity shares to be allotted pursuant to exercise of option attached to Warrants issued on preferential basis will be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in as per requirement under Regulation 167 of the SEBI ICDR Regulations.

S. 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:

From 1st April, 2023 to till date, the Company has not made any allotment on preferential basis.

T. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, its Promoters and its Directors are not wilful defaulters or a fraudulent borrower.

As it is proposed to issue the convertible warrants on preferential basis, approval of shareholders is required to be obtained by way of passing Special Resolution pursuant to provisions of Sections 42 and 62 of the Companies Act, 2013, Listing Regulations and Chapter V of the SEBI ICDR Regulations.

The Board of Directors recommends the passing of this resolution as Special Resolution.

Except Mr. Minto Purshottam Gupta, being Directors and Key Managerial Personnel and their intentions to subscribe the offer and along with their relatives, none of other Directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director(s) or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution

Item No. 3 – To Increase Authorized Share Capital of the Company & Consequential Amendment in Memorandum of Association of the Company:

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the following statement sets out the material facts relating to Item No. 3 of this Notice:

Presently, the Authorised Share Capital of the Company from Rs. 18,00,00,000 (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Share of Rs. 10/- (Rupees Ten Only)

In order to facilitate the future requirements of the Company, it is proposed to increase the Authorized Share Capital to Rs. 26,00,00,000 (Rupees Twenty Six Crore Only) divided into 2,60,00,000 (Two Crore Sixty Lakh) Equity Share of Rs. 10/- (Rupees Ten Only)

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members’ approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.



The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays, and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 3 of this Notice.

| | |
|---|---|
| Place: Hyderabad Date: August 29, 2023 | By Order of the Board For Deccan Health Care Limited Sd/- Vaishali Gagnani Company Secretary & Compliance Officer Membership No. A-58408 |
|---|---|

Annexure-A
PRE-ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY

| Sl. No. | Category | Pre issue Shareholding* | | Post issue Shareholding after allotment of Equity Shares | |
|---------|--|-------------------------|---------------|--|---------------|
| | | No. of Shares | % | No. of Shares | % |
| A | Promoter Holding | | | | |
| 1 | Indian | | | | |
| | Individual/ HUF | 32,85,014 | 19.27 | 45,65,014 | 17.73 |
| | Bodies Corporates | - | - | - | - |
| | Any Other Specify | - | - | - | - |
| | Sub-Total (A1) | 32,85,014 | 19.27 | 45,65,014 | 17.73 |
| 2 | Foreign Promoters | - | - | - | - |
| | Sub-Total (A2) | 32,85,014 | 19.27 | 45,65,014 | 17.73 |
| | Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2) | 32,85,014 | 19.27 | 45,65,014 | 17.73 |
| B | Non-Promoter Holding | | | | |
| 1 | Institutional Investors (Others) | 13,29,750 | 7.80 | 13,29,750 | 5.16 |
| | FI's Banks/ UTI | | | | |
| | Total (B1) | 13,29,750 | 7.80 | 13,29,750 | 5.16 |
| 2 | Non- Institutional Investors | | | | |
| | Bodies Corporates | 15,01,946 | 8.81 | 66,47,946 | 25.82 |
| | Indian Public (Individuals /HUF) | 1,08,43,070 | 63.62 | 1,08,43,070 | 63.62 |
| | Clearing Member | 46,800 | 0.27 | 46,800 | 0.27 |
| | Others including NRI's | 36,600 | 0.21 | 23,16,600 | 9.00 |
| | Total (B2) | 1,24,28,416 | 72.92 | 1,98,54,416 | 77.11 |
| | Total Shareholding of Non-Promoters (B)= (B1)+(B2) | 1,37,58,166 | 80.72 | 2,11,84,166 | 82.27 |
| | Total (A+B) | 1,70,43,180 | 100.00 | 2,57,49,180 | 100.00 |

Note:

1. The Pre Issue Shareholding Patterns is as on Friday August 25, 2023.
2. The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares either in part or full, the shareholding pattern in the above table would undergo corresponding changes
3. It is further assumed that shareholding of the Company in all other categories will remain unchanged
4. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.