

NOTICE OF POSTAL BALLOT / EXTRAORDINARY GENERAL MEETING

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

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 & 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 (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 view of the pandemic situation of Covid-19 and in light of MCA Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (the "MCA Circulars") and in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot (Remote E-Voting only) in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

The explanatory statement setting out material facts pursuant to Section 102 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 appointed Ms. Monika Bhatia, Proprietor of M/s M R Bhatia & Co, Ahmedabad, Practicing Company Secretaries (Membership Number-10397) for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by Remote E-voting. The Company has engaged services of M/s. Central Depository Services (India) Limited (CDSL) 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 remote e-voting facility is available at the link: www.evoting.cdsl.com from Thursday, May 5, 2022 (09:00 A.M.) to Friday, June 3, 2022 (05:00 P.M.). 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 7 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided the Company through CDSL

The Scrutinizer will submit her 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 on or before 5.00 p.m. on Monday, June 06, 2022 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 to non-promoter on a preferential basis

To consider and if thought fit, to pass 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 15,29,750 (Fifteen Lacs Twenty-Nine Thousand Seven Hundred and Fifty 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. 37.60 per equity share (including a premium of Rs. 27.60 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.5,75,18,600 (Rupees Five Crores Seventy Five Lacs Eighteen Thousand Six Hundred Only) to the following allottees, (hereinafter referred to as the “Proposed Allottees”).

Sr. No.	Name of the Proposed Allottees	Category	No. of Shares to be allotted
1.	Venture Gurukool Investment Trust	Public - Institutional – Others	13,29,750
2.	Kapil Madankishore Mehra	Public - Non Institutional – Individual	60,000
3.	Bharti Kapil Mehra	Public - Non Institutional – Individual	40,000
4.	Kapil Madankishore Mehra (HUF)	Public - Non Institutional – HUF	1,00,000
	Total		15,29,750

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 May 04, 2022, 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:

- The full consideration (‘Cash Consideration’) in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees’ bank account
- 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
- 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;
- 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 (SME 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 SME 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 the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.”

Place: Hyderabad Date: May 04, 2022	By Order of the Board For Deccan Health Care Limited Sd/- Company Secretary
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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, April 29, 2022 (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 CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.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, April 29, 2022**. 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 rajeshm@bigshareonline.com or to the Company at its e-mail id i.e. investor@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. Friday, June 03, 2022 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
7. In case of any query / grievance in connection with the Postal Ballot including remote e-voting, Members may contact CDSL by e-mail at evoting@cdsl.co.in or to the Company at investor@deccanhealthcare.co.in.
 8. 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 on or before 5.00 p.m. on Monday, June 06,, 2022. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of CDSL and shall also be communicated to BSE Limited. The Scrutinizer’s decision on the validity of the voting shall be final.
 9. 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 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.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER: -

- (i) The voting period begins on Thursday, May 05, 2022, at 09.00 a.m. and ends on Friday, June 03, 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date Friday, April 29, 2022, may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The facility for e-Voting shall also be made available during the EGM and the Members attending the EGM who have not already cast their votes through remote e-Voting and are otherwise not barred from doing so, shall be able to exercise their voting rights during the EGM.
- (iii) Members may follow the same procedure for e-Voting during the EGM as mentioned below in the instructions for remote e-Voting.
- (iv) The Scrutinizer shall close the e-Voting facility after the expiry of 15 minutes from the conclusion of the EGM.
- (v) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting.
- (vi) 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, 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.
- (vii) 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat Mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting

	<p>Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat Mode with NSDL	<p>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: https://eservices.nsd.com 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 re-directed to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. 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 & voting during the meeting</p>
Individual Shareholders (holding securities in Demat Mode) login through their Depository Participants	<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 & voting during the meeting.</p>

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

(viii) **LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.**

- 1) The shareholders should log on to the e-voting website 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 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:

FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM OTHER THAN INDIVIDUAL AND PHYSICAL FORM	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 OR 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. <ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <220503003> on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- 16) 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.

FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –REMOTE VOTING

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; investor@deccanhealthcare.co.in (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.

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.

QUERIES AND GRIEVANCES

1. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
2. 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 or call on 022-23058542/43.

GENERAL GUIDELINES FOR MEMBERS

1. 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.evotingindia.com to reset the password.
2. You can also update your Mobile Number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. The voting rights of Members shall be in proportion to their shares of the Paid-Up Equity Share Capital of the Company as on the Cut-Off date of Friday, April 29, 2022.

4. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the Cut-Off date i.e. Friday, April 29, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or the Company/RTA.
5. A person whose name is registered in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.
6. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through Polling Paper shall also be made available to those Members who will be attending the Extra Ordinary General Meeting and have not cast their vote by e-voting.

SCRUTINIZER

Ms. Monika Bhatia, Proprietor of M/s M R Bhatia & Co, Ahmedabad, Practicing Company Secretaries (Membership Number-10397), has been appointed as the Scrutinizer to scrutinize e-Voting process, in a fair and transparent manner.

VOTING AND RESULT

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 on or before 5.00 p.m. on Monday. June 06, 2022.

The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.deccanhealthcare.co.in and on the website of CDSL www.evotingindia.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE SME Platform and be made available on the website of BSE Limited viz. www.bseindia.com.

Place: Hyderabad Date: May 04, 2022	By Order of the Board For Deccan Health Care Limited Sd/- Company Secretary
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Registered Office

H.No. 6-3-348/4,
Dwarkapuri Colony,
Punjagutta Hyderabad 500082
Telanganna

CIN No: L72200TG1996PLC024351

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

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 April 29, 2022 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 15,29,750 (Fifteen Lacs Twenty-Nine Thousand Nine Seven and Fifty Only) Equity Shares of face value of Rs. 10/- each to the following Allottees (as mentioned below) at an issue price of Rs. 37.60/- per Equity Share (including a premium of Rs. 27.60) aggregating upto Rs. 5,75,18,600 (Rupees Five Crores Seventy-Five Lacs Eighteen Thousand Six Hundred Only) for cash.

The detail of is the proposed issue is as under:

Name of Proposed Allottee	Amount	Category
Venture Gurukool Investment Trust (Category I AIF registered with SEBI)	4,99,98,600	Public
Kapil Madankishore Mehra	22,56,000	Public
Bharti Kapil Mehra	15,04,000	Public
Kapil Madankishore Mehra (HUF)	37,60,000	Public
TOTAL	5,75,18,600	

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 15,29,750 (Fifteen Lacs Twenty Nine Thousand Seven Hundred and Fifty only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees 37.60 (Rupees Thirty Seven and Sixty Paise only) per Equity Share including Security Premium of Rupees 27.60 (Rupees Twenty Seven and Sixty Paise 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 April 29, 2022.

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 SME 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. Wednesday, May 4, 2022 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 May 4, 2022 from Mr. Nitish Chaturvedi, an Independent Registered Valuer having its registered Office at Mumbai India and Registration No: IBBI/RV/03/2020/12916 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 37.52/-

However, the issue price for this Preferential Issue is kept at Rupees 37.60 per Equity Share including Security Premium of Rupees 27.60 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 Rupees 37.60 (Rupees Thirty Seven and Sixty Paise only) per Equity Share including Security Premium of Rupees 27.60 (Rupees Twenty Seven and Sixty Paise 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:

Rupees 5,75,18,600.00

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, Capital Expenditure 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

6. Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue up to 15,29,750 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 May 04, 2022 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 - Institutional – Others, (b) Public - Non-Institutional – Individual, (c) Public - Non- Institutional - Individual and (b) Public - Non- Institutional – HUF.

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	Beneficial Ownership
1	Venture Gurukool Investment Trust	Public – Institutional – Others	UBO Registration Number IN/AIF1/19-20/0777 (The Beneficial Owners are the Investors of the AIF Venture Gurukool Investment Trust)
2	Kapil Madankishore Mehra – HUF	- Public – Non Institutional – HUF	1. Kapil Mehra – Self/Karta 2. Bharti Kapil Mehra – Wife-Member of HUF 3. Siddharth Kapil Mehra – Son-Member of HUF 4. Sshanaya Kapil Mehra – Daughter- Member of HUF

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2021-22.

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

<u>Name of Proposed Allottee</u>	<u>Category</u>	<u>Post Issue Holding</u>	
		<u>No of Equity Shares</u>	<u>% of Post Issue Capital</u>
Venture Gurukool Investment Trust (Category I AIF registered with SEBI)	Public – Institutional – others	13,29,750	7.71
Kapil Madankishore Mehra	Public – Non Institutional – Individual	60,000	0.35
Bharti Kapil Mehra	Public – Non Institutional – Individual	40,000	0.23
Kapil Madankishore Mehra (HUF)	Public – Non Institutional – HUF	1,00,000	0.58

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

Non Promoters

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

The present allotment is not being made to the existing Promoter and Promoter Group of the Company and accordingly, will not result in any change in the control of the Company.

15. 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.

16. **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 Venture Gurukool Investment Trust, a Valuation Report has been obtained from a Independent Registered Valuer for justifying the pricing of proposed preferential equity shares

17. **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.

18. **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 at the Extraordinary General Meeting of the Company. The Certificate will also available on the Company's website <https://www.deccanhealthcare.co.in/company-corporate-announcements>.

19. **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 6 (Six) months 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.

20. **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.

21. **Disclosure pertaining to Fugitive Economic Offender:**

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

22. **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.

<p>Place: Hyderabad Date: May 04, 2022</p>	<p>By Order of the Board For Deccan Health Care Limited Sd/- Company Secretary</p>
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Annexure-1

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	39,55,414	25.17	39,55,414	22.94
	Bodies Corporates				
	Any Other Specify				
	Sub-Total (A1)				
2	Foreign Promoters	-	-	-	-
	Sub-Total (A2)				
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	39,55,414	25.17	39,55,414	22.94
B	Non-Promoter Holding				
1	Institutional Investors (Others)	-	-	13,29,750	7.71
	FI's Banks/ UTI	-	-	-	-
	Total (B1)				
2	Non- Institutional Investors				
	Bodies Corporates	11,06,400	7.04	11,06,400	6.42
	Indian Public (Individuals /HUF)	1,04,11,616	66.26	1,06,11,616	61.54
	Clearing Member	78,000	0.50	78,000	0.45
	Others including NRI's	1,62,000	1.03	1,62,000	0.94
	Total (B2)	1,17,58,016	74.83	1,32,87,766	77.06
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)	1,17,58,016	74.83	1,32,87,766	77.06
	Total (A+B)	1,57,13,430	100.00	1,72,43,180	100.00

Note:

1. The Pre Issue Shareholding Patterns is as per the regulation dated
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.

Valuation of equity shares of Deccan Health Care Limited for compliance with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022

4th May 2022

NITISH CHATURVEDI

***Registered Valuer (Securities or Financial Assets) with IBBI
Registration No.: IBBI/RV/03/2020/12916***

Date: 4th May 2022

To,
The Board of Directors
Deccan Health Care Limited
Add: H.No. 6-3-348/4, Dwarkapuri Colony,
Punjagutta, Hyderabad, TG-500082

Dear Sirs,

Sub: Valuation of equity shares of Deccan Health Care Limited

Deccan Health Care Limited (“DHL” or “the Company”) intends to issue equity shares to its proposed investors.

In this regard, Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 (‘Nitish’ or ‘Independent Valuer’) has been appointed to determine fair value of equity shares of DHL for compliance with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended up to date (‘SEBI ICDR Regulations’) (‘Valuation Purpose’).

The relevant date, as informed to us by the Management of DHL (‘the Management’), for the purpose of calculation of the price per share under the SEBI ICDR Regulations for issuance of equity shares is 4th May 2022 (‘Relevant Date’). The Valuation Date as informed to us by the Management for computation of equity value per share of DHL is 2nd May 2022 (‘Valuation Date’).

This Report is structured under the following broad heads:

- Background
- Information sources
- Valuation Standards followed and Procedure adopted for Valuation
- Valuation Methodology
- Valuation Analysis and Conclusion
- Scope Limitation
- Annexures



BACKGROUND

Deccan Health Care Limited

- Deccan Health Care Limited L72200TG1996PLC024351 is a public limited company incorporated on 14/06/1996 under the Companies Act, 1956, with its registered office at H.No. 6-3-348/4, Dwarkapuri Colony, Punjagutta Hyderabad, TG-500082.
- Deccan Health Care Limited is a Nutraceuticals and wellness product Company and is listed on BSE SME Platform. The Company has offering of more than 1,500 products. The Company's food pills and meals categorized under Fast Moving Consumer Healthcare (FMCH) products are popular with millennials and GenX.
- The shareholding pattern of DHL as of 31st March 2022 is as under:

Particulars	No. of shares	% Shareholding
Promoter & Promoter Group	43,37,414	27.60%
Public	1,13,76,016	72.40%
Total	1,57,13,430	100.00



INFORMATION SOURCES

We have relied on the following sources of information and documents as provided to us by the Management of DHL ('the Management') and available in public domain:

- Unaudited Financials as on 30th September 2021;
- Other relevant publicly available data;
- Our regular discussions with management representatives of DHL;
- We have also relied on published and secondary sources of data whether or not made available by the Companies.



VALUATION STANDARDS FOLLOWED AND PROCEDURES ADOPTED FOR VALUATION

- We have performed the valuation analysis, to the extent possible, in accordance with International Valuation Standards.
- In connection with this exercise, we have adopted the following procedures to carry out the valuation analysis:
 - Requested and received relevant data from the Management
 - Discussions with the Management on understanding of the business of the Company
 - Obtained and analysed data available in public domain, as considered relevant by us
 - Obtained and analysed market prices and other data involving equity shares of DHL and of comparable companies, as applicable and relevant
 - Selection of valuation approach and valuation methodology/ (ies), in accordance with IVS, as considered appropriate and relevant by us
 - Determination of value per equity share of DHL, as relevant
 - Preparation and issuance of this valuation report.



VALUATION APPROACHES AND METHODOLOGIES

- For the purpose of valuation, it is necessary to select an appropriate basis of valuation amongst the various valuation techniques. It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. The application of any particular method of valuation depends upon various factors including the size of company, nature of its business and purpose of valuation. Further, the concept of valuation is all about the price at which a transaction takes place i.e., the price at which seller is willing to sell and buyer is willing to buy. Accordingly, a fair and reasonable approach for valuing the shares of the company is to use a combination of relevant and applicable valuation methods.
- IVS 301 read with IVS 103 specifies that generally the following three approaches for valuation of business / business ownership interest are used:
 - Cost Approach
 - Market Approach
 - Income Approach

Cost Approach – Net Asset Value (NAV) method

- The value under cost approach is determined based on the underlying value of the assets which could be on book value basis, replacement cost basis or on the basis of realizable value. Under NAV method, total value of the business is based either on net asset value or realizable value or replacement cost basis. NAV methodology is most applicable for the business where the value lies in the underlying assets and not the ongoing operations of the business. NAV method does not capture the future earning capacity of the business. Given the nature and specifics of the business, we have considered the Book Value method, wherein we have computed the Book Value of the Company considering the book value of assets and Liabilities based on the latest financials available in the public domain.

Income Approach – Discounted Cash Flows (DCF) method

- Under the Income Approach, business is valued by converting maintainable or future amount of cash flows to a single current amount either through discounting or capitalization. DCF Method seeks to arrive at the value of the business based on its future cash flows generating capability and the risks associated with the said cash flows. FCFF or free cash flows to the firm (“FCFF”) represents the cash available for distribution to both the owners and the creditors of the business. Risk-adjusted discount rate or Weighted Average Cost of Capital (“WACC”) is applied to free cash flows in the explicit period and that in perpetuity. Adjustments pertaining to debt, surplus/non-operating assets including investments, cash & bank balance and contingent assets/liabilities and other liabilities, as relevant, are required to be made in order to arrive at the value for equity shareholders. The total value for the equity shareholders so arrived is then to be divided by the number of equity shares to arrive at the value per equity share of the company.

We have not considered Discounted Cash Flows (DCF) method under the income approach due to unavailability of business projections of DHL as we understand that



projections of DHL would be price sensitive information, which was therefore not made available to us.

Market Approach – Market Price method

- Under the Market Price method, the market price of an equity share as quoted on a recognized Stock Exchange is normally considered as the value of the equity shares of that company, where such quotations are arising from the shares being regularly and frequently traded. Generally, market value is reflective of the investors' perception about the actual worth of the company. However, in certain situations, the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. We understand that the shares are frequently traded in BSE SME Platform.

In terms of Regulation 166A of the SEBI ICDR Regulations,

166A. (1) 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:

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso:

Provided further that the valuation report from the registered valuer shall be published on the website of the issuer and a reference of the same shall be made in the notice calling the general meeting of shareholders.

(2) Any preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, and the voting pattern of the said committee's meeting shall be disclosed in the notice calling the general meeting of shareholders.



Regulations 164 for frequently traded shares states the following:

In terms of Regulation 164 (1) of Part IV of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (ICDR Regulations), if the equity shares of the issuer 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:

- a) the **90 trading days** volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the **10 trading days** volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the 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.”;

(2) If the equity shares of the issuer have been listed on a recognized stock exchange for a period of less than 90 trading days as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than the higher of the following:

- a) the price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of compromise, arrangement and amalgamation sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the equity shares of the issuer were listed, as the case maybe; or
- b) the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the period the equity shares have been listed preceding the relevant date; or
- c) the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the 10 trading days preceding the relevant date.

Since, DHL is a listed company and equity shares of DHL are traded on BSE SME Platform over a reasonable period, we have considered Market Price method to determine the value of equity shares of DHL. We have been informed by the Management that the relevant date as per the SEBI ICDR Regulations, for the purpose of calculation of the price per share of DHL for the proposed preferential issue of shares is 4th May 2022. We have considered this as the cut-off date to determine the price for the proposed preferential allotment of equity shares of DHL under Regulation 166A of SEBI ICDR Regulations. We have considered the stock prices of DHL from BSE SME Platform for calculating the fair market value of equity shares of the Company.



Market Approach – Comparable Companies' Multiple (CCM) method

- Under CCM Method, the value of shares of the subject company is determined on the basis of multiples derived from valuations of comparable companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The Comparable Companies' Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences, such as growth potential, past track record, size, company dynamics, etc.
- The subject company is in Pharmaceuticals sector. Given the Company's business and line of operations, market approach is preferred. We have therefore considered CCM method for the said Valuation.

For arriving at the value per equity share of DHL and considering valuation inputs available for determining valuation under Market Price Method.



SCOPE LIMITATIONS AND DISCLAIMERS

- Valuation analysis and results are specific to the purpose of valuation mentioned in this report as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date.
- We owe responsibility to only the management of the client that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this valuation report. Our valuation report cannot be used for any other purpose. This report has been prepared only for the sole use and information of DHL. Without limiting the foregoing, we understand that DHL may be required to submit this report to the regulatory authorities / stock exchanges in connection with the Proposed Transaction.
- Our analysis is based on the market conditions and the regulatory environment that currently exists. However, changes to the same in the future could impact the company and the industry it operates in, which may impact our valuation analysis.
- We are not responsible for updating this report because of any events or transactions occurring subsequent to the date of this report.
- We have considered and relied on the information provided to us by the Management including financial information, significant transactions and events occurring subsequent to the balance sheet date. We understand that the information provided to us and the representations made to us (whether verbal or written) are reliable and adequate. We have derived our conclusions and recommendation from the information so provided and we are thus reliant on the given information to be complete and accurate in every significant aspect. We are made to believe that the Management have informed us about all material transactions, events or any other relevant factors which are likely to have an impact on our valuation recommendation.
- In the ultimate analysis, valuation will have to capture the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors which are not evident from the face of the financial statements, but which will strongly influence the worth of a share. Examples of such factors include quality and integrity of the management, capital adequacy, asset quality, earnings, liquidity, size, present and prospective competition, yield on comparable securities and market sentiment, etc. This concept is also recognized in judicial decisions.
- This Report does not look into the business / commercial reasons behind the transaction. We have no present or planned future interest in the company and the fee for this engagement is not contingent upon the values reported herein. Our valuation analysis should not be construed as an investment advice. We do not express any opinion on the suitability or otherwise of entering into any transaction with the Company
- Any discrepancies in any annexure between the total and the sums of the amounts listed are due to rounding-off.



VALUATION ANALYSIS AND CONCLUSION

- The value per equity share of DHL are based on the various approaches / methods explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations. We have independently applied methods discussed above, as considered appropriate, i.e., Net Asset Value Method, Comparable Companies Method and Market Price method for determining value per share of Deccan Health Care Limited.
- In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this Report for the proposed transaction, in our opinion, we recommend the fair value of equity shares of DHL at **INR 37.52 per equity share**, which is higher of value arrived as per (Weighted Average Value in Annexure IA and IB) and Fair Value per Share in Annexure IIA.

Yours faithfully,

Chaturvedi

Nitish Chaturvedi

Registered Valuer

IBBI Reg. No.: IBBI/RV/03/2020/12916

Place: Mumbai

Date: 04th May 2022



Enclosed:

Annexure IA: Determination of value per equity share of DHL using Book Value method

Annexure IB: Determination of value per equity share of DHL using Comparable Companies method

Annexure IIA: Determination of value per equity share of DHL using Market Price method

Annexure IIB: Computation of share price of DHL under Regulation 166A of ICDR Regulations.

Annexure IA – Determination of value per equity share of DHL using Book Value method

Book Value Computation as at 30.9.2021

Particulars	Amount (INR Cr)
Book Value of Assets	95.20
Less: Book Value of Liabilities	17.46
Equity Value (Book Value)	77.74
No. of Shares	1,57,13,430
Book Value per Share (INR)	49.48

Annexure IB – Determination of value per equity share of DHL using Comparable Companies method

Particulars	Amount (INR)
Earning per Share (TTM)	5.09
Peer Multiple (post discount)	4.80
Fair Value per Share (INR)	24.41

Name of Peers	MPS (INR)	EPS (TTM)	P/E
Ambalal Sarabhai Enterprise Ltd	35.4	7.2	4.92
Venus Remedies Ltd	288.7	66.3	4.35
Zenotech Laboratories Ltd	62	3.63	17.08
Jenburkt Pharma Ltd	595.15	49.52	12.02
Average			9.59
Less: Discount @ 50%			4.80
Post Discount Multiple			4.80

Computation of Weighted Average Value per Share as per Annexure IA and IB

Valuation Methodology/Approach	Value per Share (INR)
CCM Approach	24.41
Book Value Approach	49.48
Weighted Average Value per Share (INR)	36.94



Annexure IIIA – Determination of value per equity share of DHL using Market Price method

Valuation of equity shares of DHL using Market Price method			
	Particulars	VWAP	
A	Average of 90 trading days VWAP	31.59	
B	Average of 10 trading days VWAP	37.52	
	Floor Price (Higher of A or B)	37.52	

Based on the above computation, we understand that the value of equity shares of DHL can be considered at INR 37.52 per equity share for the said Valuation Purpose and as of the said Valuation Date.



Annexure IB – Computation of share price of DHL shares under Regulation 166A of SEBI ICDR Regulations, as per historical trading prices on BSE website

Volume weighted average price (VWAP) of the equity shares of Deccan Health Care Limited quoted on the BSE SME Platform during the 90 trading days preceding the relevant date (considering relevant date as 04-May-2022)

Sr No	Date	Volume of Traded Shares	Total Turnover (Rs.)
1	02-May-22	1,12,800	44,13,180
2	29-Apr-22	45,600	17,67,480
3	28-Apr-22	44,400	17,36,880
4	27-Apr-22	10,800	4,20,360
5	26-Apr-22	76,800	29,17,680
6	25-Apr-22	1,03,200	37,07,580
7	22-Apr-22	50,400	17,54,040
8	21-Apr-22	24,000	8,51,760
9	20-Apr-22	7,200	2,63,460
10	19-Apr-22	2,400	89,400
11	18-Apr-22	3,600	1,31,700
12	13-Apr-22	54,000	19,60,920
13	12-Apr-22	-	-
14	11-Apr-22	22,800	8,65,440
15	08-Apr-22	8,400	3,27,000
16	07-Apr-22	7,200	2,76,120
17	06-Apr-22	33,600	13,23,480
18	05-Apr-22	1,50,000	58,69,320
19	04-Apr-22	37,200	13,49,220
20	01-Apr-22	4,800	1,67,160
21	31-Mar-22	9,600	3,34,860
22	30-Mar-22	-	-
23	29-Mar-22	39,600	13,77,180
24	28-Mar-22	6,000	2,15,880
25	25-Mar-22	40,800	14,49,900
26	24-Mar-22	85,200	29,42,280
27	23-Mar-22	7,200	2,48,400
28	22-Mar-22	1,51,200	52,41,300
29	21-Mar-22	1,21,200	43,36,980
30	17-Mar-22	1,53,600	55,88,040
31	16-Mar-22	67,200	23,55,180
32	15-Mar-22	33,600	11,65,500
33	14-Mar-22	45,600	15,88,980
34	11-Mar-22	1,10,400	35,91,360
35	10-Mar-22	22,800	8,19,780
36	09-Mar-22	72,000	24,78,000
37	08-Mar-22	1,17,600	36,72,900
38	07-Mar-22	98,400	30,98,820



Valuation of equity shares of Deccan Health Care Limited

39	04-Mar-22	1,46,400	46,24,020
40	03-Mar-22	50,400	16,22,040
41	02-Mar-22	51,600	15,59,700
42	28-Feb-22	64,800	17,63,700
43	25-Feb-22	56,400	15,11,400
44	24-Feb-22	38,400	10,02,180
45	23-Feb-22	8,78,400	2,21,59,680
46	22-Feb-22	37,200	9,78,420
47	21-Feb-22	33,600	9,19,920
48	18-Feb-22	-	-
49	17-Feb-22	1,200	32,160
50	16-Feb-22	6,000	1,56,180
51	15-Feb-22	-	-
52	14-Feb-22	9,600	2,54,460
53	11-Feb-22	4,800	1,26,180
54	09-Feb-22	1,200	31,800
55	08-Feb-22	1,200	31,800
56	07-Feb-22	1,200	31,800
57	04-Feb-22	10,800	2,91,660
58	03-Feb-22	26,400	7,17,960
59	02-Feb-22	3,600	97,200
60	01-Feb-22	6,000	1,56,600
61	31-Jan-22	-	-
62	28-Jan-22	4,800	1,33,980
63	27-Jan-22	3,600	97,020
64	25-Jan-22	15,600	4,29,780
65	24-Jan-22	13,200	3,82,980
66	21-Jan-22	18,000	5,20,500
67	20-Jan-22	7,200	2,13,300
68	19-Jan-22	-	-
69	18-Jan-22	3,600	1,05,840
70	17-Jan-22	6,000	1,78,980
71	14-Jan-22	32,400	9,46,020
72	13-Jan-22	3,600	1,00,860
73	12-Jan-22	21,600	5,98,560
74	11-Jan-22	18,000	4,84,560
75	10-Jan-22	8,400	2,29,080
76	07-Jan-22	3,600	98,220
77	06-Jan-22	8,400	2,31,300
78	05-Jan-22	6,000	1,60,620
79	04-Jan-22	3,600	99,240
80	03-Jan-22	8,400	2,32,680
81	31-Dec-21	10,800	2,93,100
82	30-Dec-21	32,400	8,52,720
83	29-Dec-21	14,400	3,91,500



Valuation of equity shares of Deccan Health Care Limited

84	28-Dec-21	3,600	1,00,320
85	27-Dec-21	-	-
86	24-Dec-21	10,800	2,96,100
87	23-Dec-21	7,200	1,89,300
88	22-Dec-21	2,400	63,780
89	21-Dec-21	2,400	63,780
90	20-Dec-21	-	-
Total		36,80,400	11,62,60,500
VWAP of 90 trading Days (INR)			31.59

Volume weighted average price (VWAP) of the equity shares of Deccan Health Care Limited quoted on the BSE SME Platform during the 10 trading days preceding the relevant date (considering relevant date as 04-May-2022)

Sr No	Date	Volume of Traded Shares	Total Turnover (Rs.)
1	02-May-22	1,12,800	44,13,180
2	29-Apr-22	45,600	17,67,480
3	28-Apr-22	44,400	17,36,880
4	27-Apr-22	10,800	4,20,360
5	26-Apr-22	76,800	29,17,680
6	25-Apr-22	1,03,200	37,07,580
7	22-Apr-22	50,400	17,54,040
8	21-Apr-22	24,000	8,51,760
9	20-Apr-22	7,200	2,63,460
10	19-Apr-22	2,400	89,400
Total		4,77,600	1,79,21,820
VWAP of 10 trading Days (INR)			37.52

<<End of Report>>





M R BHATIA & CO.
PRACTICING COMPANY SECRETARIES

CERTIFICATE BY PRACTICING COMPANY SECRETARY

To,
The Members,
Deccan Health Care Limited
Hyderabad

Dear Member(s)

Sub: Certificate of practicing company secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended

Ref: Preferential Issue of Equity Shares of Deccan Health Care Limited, being placed before the Members through conduct of Postal Ballot vide notice dated May 4, 2022.

This Certificate is issued in terms of my engagement with **Deccan Health Care Limited** ("the Company") and as per the requirement of sub-regulation 2 of regulation 163 under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI Regulations").

As required, I have examined the compliance with the applicable regulations of Chapter V of the SEBI Regulations for preferential issue of equity shares by the Company approved by the Board of Directors ("the Board") in its meeting dated April 29, 2022 to the following persons;

Sr No	Name of Proposed Allottee(s)	Category of Allottee	No of Shares Proposed to be allotted
1	Venture Gurukool Investment Trust	Public –Institutional – Others	13,29,750
2	Kapil Madankishore Mehra	Public - Non Institutional – Individual	60,000
3	Bharti Kapil Mehra	Public - Non Institutional – Individual	40,000
4	Kapil Madankishore Mehra (HUF)	Public - Non Institutional – HUF	1,00,000

In terms of the aforesaid SEBI Regulations and Companies Act, 2013, the Company is issuing a Postal Ballot notice dated May 4, 2022 along with explanatory statement ("the Notice") to the members of the Company for which remote voting is scheduled between May 5, 2022 and June 3, 2022.



Office: 303, Shitiratna, B/s. Radisson Blu Hotel, Nr. Panchvati Circle, Ambawadi,
Ahmedabad - 380006

Email: mrbhataics@gmail.com Contact: +91 9824189732

Pursuant to provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, the said notice seeks the consent of the members by way of Special Resolution to approve the proposed issue of 15,29,750 Equity Shares of Rupees 10.00 each at an issue price of Rupees 37.60 (Rupees Thirty Seven and Sixty Paise only) per Equity Share including Security Premium of Rupees 27.60 (Rupees Twenty Seven and Sixty Paise only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, to the Proposed Allottees, on preferential issue basis, as per Item No. 1 of the Notice.

Managements' Responsibility

The compliance with the aforesaid SEBI Regulations and Companies Act, 2013 for the preferential issue of equity shares and preparation of the aforesaid Notice, including its content in respect of Item No. 1 of the Notice is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to SEBI, and/or Bombay Stock Exchange of India Limited.

The Management of the Company has engaged the service of Mr. Nitish Chaturvedi, an Independent Registered Valuer having its office at Spaces, Kankaria Wall Street, Level 4, A-Wing, Andheri Kurla Road, Chakala, Andheri (E) Mumbai – 400093 India and Registration No: IBBI/RV/03/2020/12916 for obtaining Valuation Report in terms of Regulation 164(1) r.w. Regulation 166A(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

My responsibility

I have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion.

I conducted my examination in accordance with the Guidance Manual on Quality of Audit & Attestation Services ("the Guidance Note") issued by the Institute of Company Secretaries of India ("the ICSI"). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by the ICSI.

My Certificate is limited to certifying the disclosure requirements as specified under the SEBI Regulations which shall be included in the Notice of Postal Ballot while seeking approval of the Members in respect of Preferential Issue.

For the purpose of this certificate, I have planned and performed the following procedures to determine whether anything has come to my attention that causes me to believe that the proposed preferential issue of equity shares as set out in



Item No.1 of the notice is not in accordance with regulation 159, 160, 161, 163, 164, 166(1) and 167 of the aforesaid SEBI Regulations:

a) With respect to Regulation 159 of SEBI Regulations, I have verified that the Company has obtained requisite undertaking from proposed allottees to ensure that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date i.e. Wednesday, May 4, 2022 ("Relevant Date") determined in accordance with SEBI Regulations;

b) With respect to conditions specified in regulation 160 of the SEBI Regulations, I have performed the following procedure to confirm the compliance with required conditions:

- Obtained confirmation from the Company that all equity shares allotted by way of preferential issue will have to be made fully paid up at the time of the allotment.
- Examined the Notice issued by the Company and confirmed that the special resolution for the proposed preferential issue of equity shares is included in the same. Compliance with Regulation 160 (b) of SEBI Regulations will be subject to the special resolution being passed by the members of the Company on deemed date of passing of resolution i.e. Friday, June 3, 2022.
- Obtained confirmation from the Company and confirmed the pre-preferential holding of equity shares of the Company held by the allottees and such pre-preferential holding is held in the dematerialized form;
- Enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange where the equity shares of the Company are listed;
- Verified that the Company has obtained permanent Account Number ("PAN") of the proposed allottees. The Company has relied on the undertaking provided by the proposed allottees for the PAN number;
- Obtained confirmation from the Company that it will make an application seeking In-principle approval to the Bombay Stock Exchange of India Limited, where its equity shares are listed, on the same day when the notice has been sent in respect of the general meeting (postal ballot in this case) seeking shareholders' approval by way of special resolution.

c) With respect to determination of relevant date as per the requirement specified in Regulation 161 of SEBI Regulations, I have satisfied myself that the relevant date is Wednesday, May 4, 2022, being the date thirty day prior to the deemed date of passing of Special Resolution through Postal Ballot, in accordance with the SEBI ICDR Regulation

d) Read the aforesaid Notice and verified that the following relevant disclosures are made in accordance with regulation 163 of the SEBI Regulations:



- The objects of the preferential equity issue is included in the Notice
- Maximum number of Equity Shares to be issued is included in the Notice
- Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the offer is disclosed in the Notice;
- Shareholding pattern of the Company before and after the preferential issue is disclosed in the Notice;
- The time frame within which the preferential equity issue shall be completed is disclosed in the Notice;
- 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 the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue
- Undertaking that the Company shall re-compute the price of the Equity Share in terms of the provision of SEEI Regulations where it is required to do so is included in the Notice;
- Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEEI regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the allottees;
- Since, as per the confirmation given by the Company, its Directors and Promoters that they are not wilful defaulter or a fraudulent borrower, disclosures specified in Schedule VI of SEBI Regulations is not applicable
- The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter
- The special resolution specifies the relevant date on the basis of which price of the equity shares to be allotted shall be calculated.

e) I have satisfied myself that Equity Shares of the Company are frequently traded shares since, traded turnover on Bombay Stock Exchange of India Limited (being only one Stock Exchange where the Equity Shares of the Company listed) during the 240 trading days preceding the relevant date, is more than ten per cent of the total number of Equity shares of such class of Equity shares of the Company.

f) With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and in accordance with sub-regulation (1) of regulation 164 of the aforesaid SEEI Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination which results in a floor price higher than that determined under these regulations. Moreover, since allotment to Proposed Allottee or Allottees in concert exceed five per cent. of the post issue fully diluted share capital of the Company, the Company has obtained the Valuation Report from Independent Registered Valuer and the floor price, in this case, is higher of the floor price determined under sub regulation (1) of regulation 164 and the price determined under the valuation report from the independent registered valuer obtained under sub-regulation (1) of regulation 166A of the aforesaid SEBI Regulations.

As per the Valuation Report issued by Mr. Nitish Chaturvedi, an Independent Registered Valuer having its office at Spaces, Kankaria Wall Street, Level 4, A-Wing, Andheri Kurla Road, Chakala, Andheri (E) Mumbai – 400099, India and



Registration No: IBBI/RV/03/2020/12916, the floor price is Rupees 37.52 per Equity Share having a face value of Rupees 10.00 each including premium of Rupees 27.52 per Equity Share.

The Notice of Postal Ballot specifies the Issue Price as Rupees 37.60 per Equity Share having a face value of Rupees 10.00 each including premium of Rupees 27.60 per Equity Share which is higher than the Floor Price determined in afore mentioned manner.

g) In respect of Lock-in as specified in Regulation 167 of SEBI Regulations, I have verified the content of the Notice that it includes the lock-in provisions of equity shares allotted on Preferential Basis to the Proposed Allottees. Further, the none of the Proposed Allottees is holding any Equity Shares of the Company as on Relevant Date and accordingly, the question of locked in of pre-preferential allotment shareholding of the proposed allottees does not arise.

Conclusion:

Based on the procedures performed as mentioned above, evidence obtained and information and explanations and representations provided by the Company's management, nothing has come to my attention that causes me to believe that the proposed preferential issue of equity shares of the Company is not in accordance with the relevant aforesaid SEBI Regulations

Restriction of use

This certificate has been issued at the request of the Company and is intended solely for the information and use of the Board of Directors and members of the Company in connection with the proposed preferential issue of equity shares and listing thereof and as a result, this certificate may not be suitable for any other purpose. Accordingly, me certificate should not be quoted or referred to in any other document or made available to any other person or persons without my prior written consent. Also, I neither accept nor assume any duty or liability for any other purpose or to any other party to whom my certificate is show nor into whose hands it may come without my prior written consent.

Thank You.

Yours faithfully

For M. R. Bhatia & Co.
Practicing Company Secretaries

Monika R. Bhatia
Company Secretary
Proprietor

M. No. 10397
C.P. No.13348

UDIN: F010397D000268941



Place: Ahmedabad
Date: May 04, 2022