

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

**Notice** is hereby given that **Extra Ordinary General Meeting (EGM)** of the members of Sakar Healthcare Limited will be held on **Wednesday, April 14, 2021 at 12.00 noon IST through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”)** to transact the following **Special Businesses**:

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

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

“RESOLVED THAT pursuant to the provisions of section 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under (‘Act’) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (‘SEBI ICDR Regulation’), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Foreign Exchange Management Act, 1999, (‘FEMA’) as amended and rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India (‘SEBI’), the Reserve Bank of India (‘RBI’), the Registrar of Companies (‘ROC’) and the National Stock Exchange of India Limited where the shares of the Company are listed (‘Stock Exchange’) and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchange and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches, 16,00,000 Equity Shares of Rs. 10/- each on preferential basis (‘Preferential Issue’) to the following proposed allottees:

Sr.	Name of the proposed allottees	Category	No. of Equity Shares of face value Rs.10/- each to be offered/ issued/ allotted	Consideration at Rs. 99/- per Equity Share (including premium of Rs.89/- per Equity Share)
1	Cobra India (Mauritius) Limited	Non Promoter – SEBI Registered Foreign Portfolio Investor	15,00,000	Rs.1485 lakhs
2	Batlivala & Karani Capital Private Limited	Non Promoter – Domestic Body Corporate	1,00,000	Rs. 99 lakhs
			16,00,000	Rs.1584 lakh

at a price of Rs. 99/- (Rupees Ninety Nine only) per equity share including premium of Rs. 89/- (Rupees Eighty Nine only) per equity share or such price not less than price to be calculated in accordance with Regulation 164 of SEBI ICDR Regulations, aggregating to Rs. 1584 lakh.”

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

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

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

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

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

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

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

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

## **2. INCREASE IN LIMIT FOR TOTAL HOLDINGS BY FOREIGN INSTITUTIONAL INVESTORS (FII) IN THE COMPANY:**

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

"**RESOLVED THAT** pursuant to the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India), 2000, as amended and Master Circular on Foreign Investment in India, as amended and read with the provisions of the Memorandum of Association and Articles of Association of the Company and other guidelines, regulations issued by the Reserve Bank of India ("**RBI**") and the Securities and Exchange Board of India ("**SEBI**"), consent and approval of the members is hereby accorded for increasing the total holding of all Foreign Institutional Investors ("**FII**")/ SEBI approved sub accounts of FIIs to 100% of the paid-up capital."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions including making applications and intimating RBI and all other concerned statutory and other authorities, if any required with respect to increase in limit of total holding by FIIs."

## **3. INCREASE IN LIMIT FOR TOTAL HOLDINGS BY NON-RESIDENT INDIANS (NRIs) ON REPATRIATION BASIS IN THE COMPANY:**

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

"**RESOLVED THAT** pursuant to the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India), 2000, as amended, the Master Circular on Foreign Investment in India, as amended and read with the provisions of the Memorandum of Association and Articles of Association of the Company and other guidelines, regulations issued by the Reserve Bank of India ("**RBI**") and the Securities and Exchange Board of India ("**SEBI**"), approval of the members be and is hereby accorded for increasing the total holding of all Non-Residential Indians ("**NRIs**") on repatriation basis to 24% of the paid-up capital."

**"RESOLVED FURTHER THAT**the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions including making applications and intimating RBI and all other concerned statutory and other authorities, if any required with respect to increase in limit of total holding by NRIs."

**4. INCREASE IN LIMIT FOR TOTAL HOLDINGS BY REGISTERED FOREIGN PORTFOLIO INVESTORS (RFPIs) IN THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India), 2000, as amended and Master Circular on Foreign Investment in India, as amended and read with the provisions of the Memorandum of Association and Articles of Association of the Company and other guidelines, regulations issued by the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), consent and approval of the members be and is hereby accorded, for increasing the total holding of all Registered Foreign Portfolio Investors ("**RFPIs**") put together to 100% of the paid-up capital."

**"RESOLVED FURTHER THAT**the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions including making applications and intimating RBI and all other concerned statutory and other authorities, if any required with respect to increase in limit of total holding by RFPIs."

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

Date: March 19, 2021  
Place: Ahmedabad

**Bharat Soni**  
*Company Secretary & Compliance Officer*

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses in the Notice is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Extra Ordinary General Meeting (EGM) of the members of the Company will be held on Wednesday, April 14, 2021 at 12.00 noon IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular no. 14/2020, dated 8<sup>th</sup> April, 2020, MCA General Circular no. 17/2020, dated 13<sup>th</sup> April, 2020; MCA General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020; MCA General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and MCA General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the EGM shall be the Registered Office of the Company. The Notice of EGM will not be sent in physical form.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and since this EGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id [cs@sakarhealthcare.com](mailto:cs@sakarhealthcare.com), a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website [www.sakarhealthcare.com](http://www.sakarhealthcare.com), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and of Central Depository Services (India) Limited ("CDSL"), [www.evotingindia.com](http://www.evotingindia.com).
6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:
  - (i) 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 RTA Email id: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
  - (ii) For Demat shareholders -, Membersholding Shares in Demat mode can get their E-mail IDs registered with their respective DPs or by E-mail to [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
  - (iii) The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice under Note No. 22.
10. As the EGM of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of EGM on the email ID [cs@sakarhealthcare.com](mailto:cs@sakarhealthcare.com).
11. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts.
13. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to [cs@sakarhealthcare.com](mailto:cs@sakarhealthcare.com).

15. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21&23.
16. Members of the Company holding shares as on Benpos date i.e. March 19, 2021 will receive Notice of EGM through electronic mode only.
17. Members are requested to quote their DP ID/ Client ID in all correspondence with the Company / Registrar and Share Transfer Agent.
18. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

**VOTING THROUGH ELECTRONIC MEANS:**

19. 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 the Company is providing facility of remote e-voting to its Members in respect of the business set out in the Notice above may 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.
20. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

**21. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The remote e-voting period begins on at 9.00 a.m. on April 11, 2021 and ends at 5:00 p.m. on April 13, 2021. During this period shareholders' of the Company, holding shares as on the cut-off date i.e. April 7, 2021 may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on "Shareholders" module.

(v) Now, fill up the following details in the appropriate boxes:

User ID	a. For CDSL: 16 digits Beneficiary ID
	b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	c. Members holding shares in Physical Form should enter Folio Number registered with the Company

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / communicated by mail indicated in the PAN field.
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. 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).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for SAKAR HEALTHCARE LIMITED.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.



- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s). Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non – Individual Members and Custodians:
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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; [cs@sakarhealthcare.com](mailto:cs@sakarhealthcare.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## 22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- (ii) Members/Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Members who are desirous of attending the EGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 8 of this Notice.
- (iv) Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. Inorder to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting.
- (v) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@sakarhealthcare.com](mailto:cs@sakarhealthcare.com). These queries will be replied by the Company suitably by email.
- (viii) Those members/shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**23. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

- (i) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those members/shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- (iii) If any Votes are cast by the members/shareholders through the e-voting available during the EGM and if the same members/shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such members/shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- (iv) Members/Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM. In case any Member who had voted through Remote E-voting, casts his vote again at the E-Voting provided during the EGM, then the Votes cast during the EGM through E-voting shall be considered as Invalid.

If you have any queries or issues regarding attending EGM & e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup>Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

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

### ITEM NO. 1

#### ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS

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

The wide range of formulations that are manufactured includes:

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

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

**Newly Upcoming anti-cancer (oncology) Project** - Sakar is currently undergoing business expansion with a research driven oncology integrated pharmaceutical manufacturing unit which includes R & D, F & D, ADL, API & finished Formulations: Oral Solid Dosage (Tablet, Capsule) & Liquid, Lyophilised Injections.

The Board of Directors of the Company ("Board") in their meeting held on Friday, March 19, 2021 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs.1584 Lakh by way of issue of 16,00,000 Equity shares having face value of Rs. 10/- each at a premium of Rs.89/- per Equity Share aggregating to Rs. 99/- per Equity Share to non-promoters.

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

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

## Details of the Issue

1. The allotment of the Equity Shares is subject to that the Proposed Allottees (Non-Promoters) not having sold / transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date(i.e. March 15, 2021). The Proposed Allottee have represented that they did not held any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
2. The relevant disclosures as required under Chapter V of the SEBI ICDR Regulations are set out below:

### a. The Object of the Issue through preferential offer

Setting up of new manufacturing units pertaining to upcoming anti-cancer (oncology) Project - Sakar is currently undergoing business expansion with a research driven oncology integrated pharmaceutical manufacturing unit which includes R & D, F & D, ADL, API & finished Formulations: Oral Solid Dosage (Tablet, Capsule) & Liquid, Lyophilised Injections.

Setting up of new manufacturing units will have completely different product lines from the existing product offering by Sakar Healthcare Limited, since the Oncology products are cytotoxic in nature and requires set-up of containment and implementation of safety handling procedures. There are limited players in India for both API & finished formulations in Oncology category, owing to high entry barriers ensuring healthy competition. Indian government is now focusing on introducing strategic initiatives to support setting-up, development and promotion of bulk drug and API manufacturing units in India by introducing various incentive schemes one such being the introduction of Rs. 14,000 cr package to promote production of bulk drugs, medical devices.

Total Cost of Project and Means of Finance of the aforementioned upcoming anti-cancer (Oncology) Project is estimated as under:

#### Cost of Project:

No.	Particulars	Estimated cost in Rs. Crores
1	Land and Land Development	3.80
2	Construction Cost	22.04
3	Electrification	8.18
4	ETP / STP	0.51
5	Machinery and Equipments	106.64
6	Interest During Construction	3.59
7	Contingencies	1.00
	<b>Total Cost of the Project</b>	<b>145.76</b>

#### Means of Finance:

No.	Particulars	Amount in Rs. Crores
1	Bank Finance	74.16
2	Promoter's Equity/Unsecured Loan/Internal Accruals	55.76
3	Equity from Institutional Investors/Body Corporate (being authorised vide this present resolution)	15.84
	<b>Total</b>	<b>145.76</b>

The project is in the advanced stage of implementation. Out of the total project cost of Rs. 145.76 crores, the Company has already spent approximately Rs. 77 crores on the project partly through Bank finance and partly through Promoter's Equity and internal accruals.

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

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

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

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

Sr. No.	Category	Pre Preferential Issue*		Post Preferential Issue (fully diluted)**	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoters' Holding</b>				
1	Indian Promoters				
	Individual Promoters	11561043	74.02	11561043	67.15
2	Bodies corporate	-	-	-	-
3	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>11561043</b>	<b>74.02</b>	<b>11561043</b>	<b>67.15</b>
<b>B</b>	<b>Non-Promoter Holding i.e. Public</b>				
1	Institutional Investors/ Mutual Funds/ Banks/ FI/ FII/ Insurance Companies	-	-	1500000	8.71
2	Non Institution				
	<b>Domestic Corporate Bodies</b>	1507642	9.65	1607642	9.34
	Directors and relatives	-	-	-	-
	Indian Public	2532613	16.22	2532613	14.71
	Others (NRIs)	16702	0.11	16702	0.09
	<b>Sub Total (B)</b>	<b>4056957</b>	<b>25.98</b>	<b>5656957</b>	<b>32.85</b>
	<b>Grand Total (A + B)</b>	<b>15618000</b>	<b>100.00</b>	<b>17218000</b>	<b>100.00</b>

**Note:**

\* As on March 19, 2021

\*\*This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared

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

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

**e. The Identity of the natural persons who are the ultimate beneficial owners of the shares / Warrants proposed to be allotted and / or who ultimately control the proposed Allottees, the percentage of pre and post preferential issue capital that may be held by them**

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

Sr.	Name & PAN of the Proposed Allottees	Address	Category	Natural Persons who are the ultimate beneficial owners	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issue Shareholding	
					No. of Equity Shares	%		No. of Equity Shares	%
1	Cobra India (Mauritius) Limited  PAN- AADCC4379A  SEBI Reg. No. INMUF092216	4 <sup>th</sup> Floor - Tower A, C/o Citco (Mauritius) Limited 1 Cybercity, Ebene, Mauritius	Non-Promoter – Foreign Portfolio Investor (FPI) registered with SEBI	1. M. Javed Aboobakar; 2. Ramanand Guzadhur; 3. Jean Marc Lesieur	Nil	-	15,00,000	15,00,000	8.71
2	Batlivala & Karani Capital Private Limited  PAN-AABCB7986Q  CIN- U67190WB1992PTC053980	<u>Registered Office:</u> 7 Lyons Range, Room No.3/4, P S Hare Street, Kolkata, West Bengal - 700001, India  <u>Corporate Office:</u> 26/27, Khatau Building, 2 <sup>nd</sup> Floor, AD Modi Marg, Fort, Mumbai – 400023, India	Non Promoter – domestic Body Corporate	1. Manoj Murarka 2. Swapana Murarka 3. Nishita Manoj Murarka	Nil	-	1,00,000	1,00,000	0.58

**f. Undertakings**

In terms of the ICDR Regulations, the Company hereby undertakes that:

1. It shall re-compute the price of the Equity Shares issued in terms of the provisions of ICDR Regulations, where it is required to do so.

2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed Allottees.

**g. Pricing of the Preferential issue**

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations. The Equity Shares shall be allotted at a price not less than higher of the following:

- (a) The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- (b) The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

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

The "Relevant Date" in terms of Regulation 161 of the SEBI ICDR Regulations for determination of minimum price is March 15, 2021, being a date which is 30 (Thirty) days prior to the date of Extra Ordinary General Meeting (EGM), i.e. April 14, 2021, to approve the proposed Preferential Issue, in term of Section 42 and Section 62 of the Companies Act, 2013.

**i. Auditor's Certificate**

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues and will be available for inspection at the Registered Office of the Company during working hours on all working days (except Tuesday) between 2:00 pm to 5:00 pm till April 14, 2021.

**j. Lock-in Period**

The Equity Shares issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. Further, the proposed allottees do not hold any Equity Share in the Company, hence there is no requirement of lock in of pre-preferential allotment shareholding.

**k. Basis on which the price has been arrived at along with report of the registered valuer**

As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI ICDR Regulations. However, it is agreed that the issue price shall be Rs. 99/- per equity share or price determined as on Relevant Date in accordance with Regulation 161 of the SEBI ICDR Regulations and applicable law, whichever is higher.



**l. Change in control**

There shall be no change in management or control of the Company pursuant to this proposed issue.

**m. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of SEBI ICDR Regulations.

**n. Earlier allotment on preferential basis during the year**

During the Financial Year 2020-21, the Company, on February 27, 2021, has allotted 6,57,000 Equity Shares to Promoter at Rs.120/- per Equity Share on preferential basis after complying with necessary provision of the applicable Laws.

**o. Other Terms and conditions for Issue of Equity Shares**

1. The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI ICDR Regulations. Due to above preferential allotment of the Equity Shares, no change in management control is contemplated. The proposed Allottees shall be required to comply with the relevant provisions of the SEBI ICDR Regulations.
2. The Equity Shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank paripassu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

**p. Other Disclosures**

1. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.
2. The Board, in its meeting held on March 19, 2021 has approved the issue of Equity Shares on preferential basis to proposed Allottees in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

The Board recommends the Special Resolution mentioned at Item No. 1 of the Notice, for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, except to their individual shareholding held in the Company, in the said resolution.

**ITEM NO. 2**

**INCREASE IN LIMIT FOR TOTAL HOLDINGS BY FOREIGN INSTITUTIONAL INVESTORS (FII) IN THE COMPANY**

In terms of FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and as amended and Master Circular on Foreign Investment in India, as amended and read with the provisions of the Memorandum of Association and Articles of Association of the Company and other guidelines, regulations issued by the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") the Foreign Institutional Investors (FII) / SEBI approved sub accounts of FIIs registered with the SEBI can acquire and hold on their own account and on behalf of their SEBI approved subaccounts together, up to an aggregate limit of 24% (twenty four per cent) of the paid up Equity Share capital of an Indian Company.

The said FEMA Regulations further provide that the limit of 24% (twenty four per cent) can be further increased up to the Sectoral cap/statutory ceiling as applicable, by passing a Special Resolution to that effect by its members and followed by necessary filings with the RBI.

The Board of Directors of the Company has, at its meeting held on March 19, 2021 proposed, subject to the approval of the members by way of a special resolution to increase the limit of FII shareholding in the Company, to 100% (One Hundred Per Cent) of the paid up equity share capital of the Company.

The Board recommends the special resolution set out at Item No. 2 for the approval of the Members of the Company.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

**ITEM NO. 3**

**INCREASE IN LIMIT FOR TOTAL HOLDINGS BY NON-RESIDENT INDIANS (NRIs) ON REPATRIATION BASIS IN THE COMPANY**

In terms of FEMA and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the Master Circular on Foreign Investment in India, as amended and read with the provisions of the Memorandum of Association and Articles of Association of the Company and other guidelines, regulations issued by the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Non Resident individuals can acquire and hold up to an aggregate limit of 10% (ten per cent) of the paid up Equity Share capital of an Indian Company.

The said FEMA Regulations further provide that the limit of 10% (ten per cent) can be further increased up to 24% (twenty four per cent), by passing a Special Resolution to that effect by its members and followed by necessary filings with the RBI.

The Board of Directors of the Company has, at its meeting held on March 19, 2021 proposed, subject to the approval of the members by way of a special resolution, to increase the limit of NRI shareholding in the Company, to 24% (twenty four per cent) of the paid up equity share capital of the Company.

The Board recommends the special resolution set out at Item No. 3 for the approval of the Members of the Company.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

**ITEM NO. 4**

**INCREASE IN LIMIT FOR TOTAL HOLDINGS BY REGISTERED FOREIGN PORTFOLIO INVESTORS (RFPIs) IN THE COMPANY**

In terms of FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and as amended and Master Circular on Foreign Investment in India as amended and read with the provisions of the Memorandum of Association and Articles of Association of the Company and other guidelines, regulations issued by the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") approved sub accounts of Foreign Portfolio Investors registered with the SEBI can acquire and hold on their own account and on behalf of their SEBI approved subaccounts together, up to an aggregate limit of 24% (twenty four per cent) of the paid up Equity Share capital of an Indian Company.

The said FEMA Regulations further provide that the limit of 24% (twenty four per cent) can be further increased up to the Sectoral cap/statutory ceiling as applicable, by passing a Special Resolution to that effect by its members and followed by necessary filings with the RBI.

The Board of Directors of the Company has, at its meeting held on March 19, 2021 proposed, subject to the approval of the members by way of a special resolution to increase the limit of Registered Foreign Portfolio Investors ("RFPIs") to 100% (One Hundred Per Cent) of the paid up equity share capital of the Company.

The Board recommends the special resolution set out at Item No. 4 for the approval of the Members of the Company.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

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

Date: March 19, 2021  
Place: Ahmedabad

**Bharat Soni**  
*Company Secretary & Compliance Officer*