Certified ISO 9001 : 2015 by BVQI

Sakar Healthcare Limited

Corporate Office :
406, Silver Oaks Comm. Complex,
Opp. Arun Society, Paldi,
Ahmedabad-380 007. Gujarat, India.
Phone : 079-26584655
Fax : 079-26588054
CIN No. : L24231GJ2004PLC043861
E-mail : info@sakarhealthcare.com
Web : www.sakarhealthcare.com

20th February, 2023

Listing Department,
National Stock Exchange Limited
Exchange Plaza, C-1 Block-G
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Symbol: SAKAR

Dear Sir,

Sub: Declaration of Results of Resolution passed at the Extra Ordinary General Meeting and Submission of Scrutineer's Report - Regulation 30 read with Para A of Part A of Schedule III and Regulation 44 of SEBI (LODR) Regulations, 2015

This is to inform you that pursuant to Section 108 of Companies Act, 2013 and Rules made there under and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company provided 'remote e – voting' and facility for 'e-voting during Extra Ordinary General Meeting (EGM)' to the Members of the Company.

Based on the Scrutiniser's Report, the Special Resolution contained in the EGM Notice dated 21st January, 2023 have been duly passed on the date of this EGM i.e. 20th February, 2023 and the same has been attached as Annexure – I along with Declaration of Results.

Thanking you,

Yours faithfully,
For SAKAR HEALTHCARE LIMITED

BHARAT SONI
COMPANY SECRETARY &
COMPLIANCE OFFICER

BHARATKUMAR SUKHLAL SONI

SAKAR HEALTHCARE LTD.

CC to: Central Depository Services (India) Limited
ISIN No.: **INE732S01012**

Corporate Office :
406, Silver Oaks Comm. Complex,
Opp. Arun Society, Paldi,
Ahmedabad-380 007. Gujarat, India.
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Web : www.sakarhealthcare.com

DECLARATION OF RESULTS OF 'REMOTE E-VOTING' AND 'E-VOTING FACILITY DURING THE AGM' IN RESPECT OF EXTRA ORDINARY GENERAL MEETING HELD ON 20TH FEBRUARY, 2023.

The Extra Ordinary General Meeting (EGM) of the Company was held today, i.e. on Monday, 20th February, 2023, at 12:00 noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue, in compliance with MCA General Circulars, SEBI circulars relating to holding of EGM through VC/OAVM and in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder to transact the business as stated in the Notice dated 21st January, 2023 convening the EGM. The proceedings of the EGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the Meeting (EGM).

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 read with Para A of Part A of Schedule III and Reg. 44 of SEBI (LODR) Regulations, 2015, **Sakar Healthcare Limited** provided 'remote e-voting' facility and 'e-voting facility during the EGM' pursuant to MCA Circulars to the Members vide EGM Notice dated 21st January, 2023. Members voted through 'remote e-voting' from 17th February, 2023 to 19th February, 2023. Further, during the EGM, facility of 'e-voting' was made available to the members of the Company to cast their votes, who were present at the EGM through VC/OAVM and who had not cast their votes through 'remote e-voting'.

The Board appointed Mr. Kashyap R. Mehta, Proprietor , M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutineer to scrutinize the votes cast through 'remote e-voting' and 'e-voting during EGM'. Scrutineer prepared and submitted the Scrutineer's Report on the 'remote e-voting' and 'e-voting during EGM' on 20th February, 2023 in terms of MCA circulars for EGM through VC/OAVM.

Based on the Scrutinizer's Report dated 20th February, 2023, I hereby declare that the Special Resolution contained in the EGM Notice dated 21st January, 2023 has been duly passed on the date of EGM as per the details given below:

Item No.	Brief description of the resolution	No. of Shares/Votes in favour (Assent) & %	No. of Shares/Votes Against (Dissent) & %	Passed as
1.	Issue/offer/allot upto 4,22,000 Equity Shares to Non Promoters on Preferential basis	1,16,04,602 (100.00%)	NIL	Special Resolution

SAKAR HEALTHCARE LTD.

This is in compliance with relevant SEBI (LODR) Regulations.

Kindly take note of the above.

FOR SAKAR HEALTHCARE LIMITED

Shah Sanjaybhai

Digitally signed by Shah Sanjaybhai
DN: c=IN, o=Personal, 2.5.4.20=90ff86251c69206eed5a2b79dca999fc4e295cfd99830542076e8e55b22bc02a, postalCode=380007, st=Gujarat, serialNumber=0e2731fcee4f7bb1b50443367b2ccee0fd5e14d13fe4bfd4e2c5506074a4aff6, cn=Shah Sanjaybhai
Date: 2023.02.20 13:41:15 +05'30'

SANJAY S. SHAH
MANAGING DIRECTOR
(DIN: 01515296)

Place: Ahmedabad
Date: 20th February, 2023

CS KASHYAP R. MEHTA
B.Com., LL.B., ACMA, FCS, ACIS (London)

KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015
Tel. No. : 079-2970 2975 / 76 / 77 ● **Mobile:** 98250 15581 ● **Email :** kashyaprmehta@hotmail.com ● **Web :** www.cskashyap.in

SCRUTINIZER'S REPORT
REMOTE E-VOTING AND E-VOTING FACILITY PROVIDED DURING THE EGM OF SAKAR HEALTHCARE LIMITED

The Chairman,
Sakar Healthcare Limited,
Block No. 10/13,
Village: Changodar,
Sarkhej-Bavla Highway,
Tal: Sanand, Dist: Ahmedabad – 382213

Sub.: Passing of Special Resolution through remote e-voting and e-voting facility provided during the Extra Ordinary General Meeting ('EGM') of Sakar Healthcare Limited ('the Company') (CIN: L24231GJ2004PLC043861) held on 20th February, 2023 through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM")

Report to the Chairman of the Extra Ordinary General Meeting of **Sakar Healthcare Limited** [CIN-L24231GJ2004PLC043861], a Company incorporated under the Companies Act, 1956 and having its Registered Office at Block No. 10/13, Village: Changodar, Sarkhej-Bavla Highway, Tal: Sanand, Dist: Ahmedabad – 382 2137 on the remote E-voting and e-voting facility provided by the Company during the Extra Ordinary General Meeting held on **Monday, the 20th February, 2023** through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to pass **1 item** on the agenda as contained in the **Notice dated 21st January, 2023** that was also circulated to the members electronically for the special resolution and the explanatory statement.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies, Act, 2013 and the Rules made there under, Secreterial Standards on General Meeting, MCA Circulars issued for conducting of General Meeting through VC/OAVM and the Listing Regulations and SEBI Circulars. The responsibility of the undersigned as a Scrutineer for remote e-voting and e-voting facility to the shareholders present at the EGM through VC/OAVM, is restricted to give a consolidated report on the votes cast by the members on the resolution as contained in the Notice dated 21st January, 2023 based upon the Report generated from the e-voting resolution platform provided by Central Depository Services (India) Limited [CDSL], (Extracted report of CDSL remote e-voting and e-voting during EGM is attached herewith along with Scrutineer's report at **Annexure - 1**), the authorised agency engaged by the Company to provide remote e-voting facilities and e-voting facilities during the Extra Ordinary General Meeting by the Company/the Registrar and Share Transfer agent of the Company.

The Board of Directors of the Company at its meeting held on **21st January, 2023** had appointed the undersigned as Scrutineer for the remote E-voting and e-voting during the EGM pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 and relevant Sections of the Companies Act, 2013 and Rules made thereunder and MCA Circulars and SEBI Circulars.

KASHYAP R. MEHTA & ASSOCIATES
COP No.: 2052
FCS No.: 1821
B-403, The First, Beside ITC Narmada Hotel, Behind Keshavbaug Party Plot, Vastrapur, Ahmedabad-380015
COMPANY SECRETARIES

· CS KASHYAP R. MEHTA
B.Com., LL.B., ACMA, FCS, ACIS (London)

KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015
Tel. No. : 079-2970 2975 / 76 / 77 ● **Mobile:** 98250 15581 ● **Email :** kashyaprmehta@hotmail.com ● **Web :** www.cskashyap.in

As informed to the undersigned, the Company had completed dispatch of Notice of EGM dated 21st January, 2023 on 27th January, 2023 to its members whose names appear on Register of Members/ List of Beneficial Owners as on 20th January, 2023 and also published first Newspaper Advertisement in English and Gujarati (Regional Language) Newspaper dated 22nd January, 2023 containing all the matters as required under Companies Act, 2013 and relevant rules made thereunder and MCA Circulars and second Newspaper Advertisement in English and Gujarati (Regional Language) Newspaper dated **28th January, 2023** containing all the matters as required under Companies Act, 2013 and relevant rules made thereunder and MCA Circulars for completion of despatch.

The Company appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of remote electronic voting to the Shareholders of the Company during remote E-voting period i.e. **at 9.00 a.m. on Friday, 17th February, 2023 and ends at 5:00 p.m. on Sunday, 19th February, 2023** and for e-voting facility to the Shareholder present at the EGM through VC/OAVM and who had not casted their vote earlier through remote e-voting. Link Intime (India) Private Limited is the Registrar and Share Transfer agent of the Company. The cutoff date for remote E-voting and e-voting during EGM was **13th February, 2023**.

The Shareholders/Members were required to cast their vote on the resolution as contained in the Notice dated 21st January, 2023 either electronically conveying their assent or dissent, on remote E-voting platform or e-voting facility provided by CDSL to the shareholders of the Company present at the EGM through VC/OAVM at the Extra Ordinary General Meeting. The Shareholder/Members were given facility to get themselves registered as speaker in advance to express their views/ask questions during the meeting.

At the EGM of the Company, after the time fixed for E-voting facility to the shareholders present at the EGM through VC/OAVM by the Chairman, electronic voting system for Voting was started to facilitate the members present in the meeting who did not participate in the remote E-voting, to record their votes through e-voting.

The E-voting results were unblocked by the undersigned on 20th February, 2023 in the presence of two witnesses viz. Mr. Yash Mehta and Ms. Anal Desai and the same have been scrutinized and reviewed based on the data downloaded from the CDSL e-voting system.

The voting results on E-voting prior to and during the AGM on the following resolutions are as under:

Item No.	Brief description of the resolution	Type of Resolution	No. of Shares in favour (Assent) &(%)	No. of Shares Against (Dissent) &(%)
1	Special Resolution for issue/offer/allotment of 4,22,000 Equity Shares on Preferential basis to the Persons Belongings to Non-Promoter on Preferential basis	Special	1,16,04,602 (100.00%)	NIL

KASHYAP R. MEHTA & ASSOCIATES
COP No. 2052
FCS No.: 1821
B-403, The First,
Beside ITC Narmada Hotel,
Behind Keshavbaug Party Plot,
Vastrapur,
Ahmedabad-380015
COMPANY SECRETARIES

CS KASHYAP R. MEHTA
B.Com., LL.B., ACMA, FCS, ACIS (London)

KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015
Tel. No. : 079-2970 2975 / 76 / 77 ● **Mobile:** 98250 15581 ● **Email :** kashyaprmehta@hotmail.com ● **Web :** www.cskashyap.in

Based on this Report the Company may accordingly declare the result of E-voting process in respect of the aforesaid Special Resolution.

The electronic data & relevant records on e-voting for votes cast by the Shareholders of the Company will be handed over to the Company upon declaration of results.

KASHYAP R. MEHTA & ASSOCIATES COMPANY SECRETARIES COP No.: 2052 FCS No.: 1821 B-403, The First, Beside ITC Narmada Hotel, Behind Keshavbaug Party Plot, Vastrapur, Ahmedabad-380015

for KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES
FRN: S2011GJ166500

KASHYAP R. MEHTA
PROPRIETOR
COP No.: 2052 – FCS No.: 1821 – PR: 583/2019
UDIN: F001821D003172835

Place: Ahmedabad
Date: 20th February, 2023

WITNESSED BY:

Mr. Yash Mehta Y.K. Mehta

Ms. Anal Desai Adesai

COUNTERSIGNED BY:

For Sakar Healthcare Limited

SAKAR HEALTHCARE LTD

Sanjay

Sanjay S. Shah
Chairman & Managing Director

Disclaimer:
This report has been issued at the request of the Company for (1) submission to National Stock Exchange of India Limited (the Stock Exchange), (2) placing on website of the Company; and (3) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without prior consent in writing.

Annexure - 1

SAKAR HEALTHCARE LIMITED
[CIN: L24231GJ2004PLC043861]

Summary of Remote E-voting & E-voting during the Extra Ordinary General Meeing held on Monday, 20-Feb-2023

Date of EGM	**20-Feb-2023**
Total Number of Shareholders on Cut-Off Date [i.e. 13-02-2023 for Remot e-voting]	6322
No. of Shareholders Present in the meeting either in person or through Proxy	Not Applicable
Promoter & Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholder attended the meeting through VC / OAVM	33
Promoter & Promoter Group	4
Public	29

KASHYAP R. MEHTA & ASSOCIATES
COP No.: 2052
FCS No.: 1821
B-403, The First,
Beside ITC Narmada Hotel,
Behind Keshavbaug Party Plot,
Vastrapur,
Ahmedabad-380015
COMPANY SECRETARIES

For, KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR

Date: 20-02-2023
Place: Ahmedabad

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta and Associates, Ahmedabad

Resolution - 1

Resolution Required : (Ordinary / Special)	**Special**
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?	**No**
Description of Resolution considered	Special Resolution for **issue/offer/allotment of 4,22,000 Equity Shares** on Preferential basis to the Persons Belongings to Non-Promoter on **Preferential basis**

Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on outstanding Shares	No of Votes [In Favour]	No of Votes [Against]	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled	Invalid Votes
		[1]	[2]	[3] [(2)/(1)]*100	[4]	[5]	[6] [(4)/(2)]*100	[7] [(5)/(2)] * 100	
Promoter & Promoter Group	E-Voting	11561043	11561043	100.00	11561043	0	100.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	11561043	11561043	100.00	11561043	0	100.00	0.00	0
Public Institutions	E-Voting	3061255	0	0.00	0	0	0.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3061255	0	0.00	0	0	0.00	0.00	0
Public Non-Institutions	E-Voting	3995702	43559	1.09	43559	0	100.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3995702	43559	1.09	43559	0	100.00	0.00	0
	Total No. of Shares	18618000	11604602	62.33	11604602	0	100.00	0.00	0
				Whether Resolution is Pass or Not			Yes		

KASHYAP R. MEHTA & ASSOCIATES COMPANY SECRETARIES COP No.: 2052 FCS No.: 1821 B-403, The First, Beside ITC Narmada Hotel, Behind Keshavbaug Party Plot, Vastrapur, Ahmedabad-380015

For, KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR

Date: 20-02-2023
Place: Ahmedabad

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta and Associates, Ahmedabad

e Voting CDSL

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Venue Voting

VC/Venue Attendance Report

Manage Users

Allocate Functional Users

Voting Restrictions

EVSN

Entry

Upload

Check File Status

Ballot Details

Finalise Voting

Report

Vote Verification

Change Password

You will be redirected to a new page after 1800 seconds of inactivity. Welcome admin{SCRUTINIZERADMIN} Logout

Ballot Details

Voting Result as of today.

EVSN	230125006 for SAKAR HEALTHCARE LIMITED
ISIN	INE732S01012 SAKAR HEALTHCARE LIMITED # EQUITY SHARES
Nominal Value	10
Voting Rights	1
Total Folios Voted	40
No of Votes	11604602

Res. No.					Total Count	Total
1	40	11604602 (100.00%)	0	0 (0.00%)	40	11604602

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KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES
CDP No.: 2052
FCS No.: 1621
B-403, The First,
Beside ITC Narmada Hotel,
Behind Keshavbaug Party Plot,
Vastrapur,
Ahmedabad-380015

Certified ISO 9001 : 2015 by

Sakar
Healthcare Limited

20th February, 2023

Corporate Office :
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Opp. Arun Society, Paldi,
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Web : www.sakarhealthcare.com

The Manager,
Listing Compliance Department,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051

Symbol: SAKAR

Dear Sir,

Sub: Minutes of Extra Ordinary General Meeting

We are enclosing herewith copy of the Minutes of the Extra Ordinary General Meeting of the Company held on 20th February, 2023 for your records.

This is in compliance with Regulation 30 of SEBI (LODR) Regulations, 2015.

Kindly find the same in order and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
for SAKAR HEALTHCARE LIMITED

BHARAT SONI
COMPANY SECRETARY
& COMPLIANCE OFFICER

BHARATKUMAR SUKHLAL SONI

Digitally signed by BHARATKUMAR SUKHLAL SONI
DN: c=IN, postalCode=383110, st=GUJARAT, l=SABARKANTHA, o=Personal, serialNumber=1ef7c1b696310b37cb077a5f28af2fae1b1f4845ca91b237cb894d3e543896f5, pseudonym=831c58046 2b24e56afe02b4130943821, 2.5.4.20=96fb7f4339cbe1ebbca04cd9c7eb0172ba8640fabdd5e89940d8ac4c6794e078, email=CS.BHARATSONI@GMAIL.COM, cn=BHARATKUMAR SUKHLAL SONI
Date: 2023.02.20 13:38:14 +05'30'

SAKAR HEALTHCARE LIMITED
[CIN: L24231GJ2004PLC043861]
Registered Office:
Block No. 10/13, Village: Changodar, Sarkhej-Bavla Highway,
Tal: Sanand, Dist: Ahmedabad – 382 213

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING

THE EXTRA ORDINARY GENERAL MEETING ('EGM') OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, THE 20TH FEBRUARY, 2023 THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") AT 12:00 NOON IST AND CONCLUDED AT 12:11 P.M. IST.

MEMBERS PRESENT:

Total 33 members were present through VC/ OAVM platform. The required Quorum was present throughout the meeting.

CHAIRMAN:

Mr. Sanjay S. Shah, Chairman occupied the Chair to lead the meeting through VC/ OAVM and declared the Meeting to be in order.

The Chairman welcomed the Shareholders and Panelists including the following Directors and attendees present at the meeting and thanked them for sparing their valuable time to attend this meeting.

The following Directors of the Company were present in the meeting through VC/ OAVM:

1.	Mr. Sanjay S. Shah	Chairman & Managing Director
2.	Ms. Rita S. Shah	Whole Time Director
3.	Mr. Aarsh S. Shah	Joint Managing Director
4.	Mr. Prashant C. Srivastav	Independent Director
5.	Mr. Hemendrakumar C. Shah	Independent Director
6.	Mr. Shailesh Patel	Independent Director

IN ATTENDENCE:

1.	Mr. Dharmesh Thaker	CFO
2.	Mr. Bharat Soni	Company Secretary
3.	Mr. Kashyap R. Mehta	Scrutineer
4.	Mr. Jaimin Shah	Statutory Auditor
5.	Mr. Paresh Sukhdiya	Finance Manager

DIRECTORS PRESENT:

The Chairmaninformed that all the Directors which include Chairman of the Committees were present in the meeting through video conferencing.

AUDITORS AND SCRUTINEER:

The Chairman informed that the Statutory Auditors and Scrutineer of the Company also attended this Meeting through Video Conference.

The Chairman then handed over to Mr. Aarsh Shah, Joint Managing Director to lead the meeting further. Mr. Aarsh Shah, Joint Managing Director, with the permission of the Chair declared the meeting to be in order ad further informed that this Meeting is being held through video conference by using CDSL platform for VC/ OAVM in accordance with the Circulars and directives issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Mr. Aarsh Shah, Joint Managing Director further informed that the Company had taken all the requisite steps to enable Members to participate and vote at the EGM.

REGISTER OF DIRECTORS & KMP, THEIR SHAREHOLDING:

As required under Section 171(b) of the Companies Act, 2013 and Secretarial Standards, the Register of Directors & KMP, their shareholding were made available in electronic mode for inspection pursuant to email received from the members of the Company.

PROXY:

As the EGM was held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection was not made available.

STATEMENT BY JOINT MANAGING DIRECTOR:

Mr. Aarsh Shah, Joint Managing Directorinformed the members about the general progress of the Company. He further informed that for the purpose of Procurement of Machinery and Equipments with Electrification, the Company is raising an amount of Rs. 10.55 Crores from the proposed preferential issue. He briefed about the current preferential issue of the Company.

NOTICE OF THE MEETING:

Mr. Aarsh Shah, Joint Managing Directorinstructed Mr. Bharat Soni, Company Secretary & Compliance Officer of the Company to read the Notice dated 21st January, 2023 of the Extra Ordinary General Meeting of the Company and with the consent of the Members present at the meeting took the Notice dated 21st January, 2023 as read. He further briefed the members about the current preferential issue of the Company.The Compliance Certificate for the preferential issue obtained from PCS was also kept open for inspection of members in electronic mode.

IN-PRINCIPLE APPROVAL RECEIVED FROM NSE:

Mr. Bharat Soni, Company Secretary & Compliance Officer of the Company informed the members that upon application by the Company to National Stock Exchange of India Limited (NSE), the NSE has granted their 'In-principle' Approval vide their letter dated 8th February, 2023 for issue of 4,22,000 Equity Shares of Rs. 10/- each.

E-VOTING:

Mr. Bharat Soni, Company Secretary & Compliance Officer of the Company stated that the Company had provided the Members, the facility to cast their vote electronically, on resolution set forth in the Notice through CDSL e-voting Platform. Mr. Bharat Soni informed the members that in terms of Section 108 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided remote e-voting facility to the members vide EGM Notice dated 21st January, 2023 circulated to the members. Members voted through remote e-voting between e-voting period from 17thFebruary, 2023 to 19th February, 2023.

He informed further that the members who were attending the EGM through VC/ OAVM facility and had not cast their votes through Remote E-Voting facility were provided an opportunity to cast their votes through the E-voting system during the Extra Ordinary General Meeting which was integrated with the VC platform. He informed that e-voting was kept open during this meeting till 15 minutes after the conclusion of the EGM.

He informed the members that the Board had appointed Mr. Kashyap R. Mehta, Proprietor of M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutineer to scrutinize the votes cast through remote e-voting and e- voting during the EGM. The Scrutineer prepared the Report on the remote e-voting & e-voting during the EGM and submitted their Scrutineer's Report.

SPECIAL BUSINESS:

The following special business, which in the opinion of the Board of Directors, being necessary was transacted at this e-EGM which is already mentioned in the Notice of this EGM.

ITEM NO. 1

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

The Chairman instructed Mr. Bharat Soni, Company Secretary & Compliance Officer of the Company to read the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the notice of the Meeting relating to issue of Equity Shares on Preferential basis to Non-Promoters. With the permission of the Chairman and Members present, the explanatory statement was taken as read.

The explanatory statement as annexed to the Notice of EGM for the above business is as under:

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

The wide range of formulations that are manufactured includes:

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

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

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

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

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

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

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

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

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

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

b. The Object of the Issue through preferential offer

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

Manufacturing unit will be having following facilities for the plant:

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

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

a) Procurement of Machinery and Equipments with Electrification
(Collectively, referred to herein as the "**Objects**")

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

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

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

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

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

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

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

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

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

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

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

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

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

Notes:

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

g. The Time within which preferential issue shall be completed

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

h. Particulars of the Proposed Allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

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

Sr. No.	Name & PAN of the Proposed Allottee(s)	Natural Persons who are theultimate beneficial owners/ who ultimately control the Proposed Allottees	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issueShareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
4	DarshankumarPiyushkumar Patel PAN-ASGPP2934A	Darshankumar Piyushkumar Patel	Nil	-	20,000	20,000	0.11
5	Abha Sunil Kabra PAN-ADNPC5698L	Abha Sunil Kabra	Nil	-	20,000	20,000	0.11
6	Prakash Sushil Diwan PAN-AGKPD2836M	Prakash Sushil Diwan	Nil	-	20,000	20,000	0.11
7	U Tech Fasten Private Limited PAN-AAACU7305B	Hirendrakumar N. Vyas PAN-AGDPV6235F	Nil	-	10,000	10,000	0.05
8	Rashmi Bafna PAN-AGXPB3827B	Rashmi Bafna	Nil	-	10,000	10,000	0.05
9	Kishor Mahendra Sinh Dabhi PAN-CPJPD4195K	Kishor Mahendra Sinh Dabhi	Nil	-	10,000	10,000	0.05
10	Ashokkumar Jajoo PAN-AAYPJ0214F	Ashokkumar Jajoo	Nil	-	10,000	10,000	0.05
11	SuhasAshtaputre PAN-AEXPA2571H	SuhasAshtaputre	Nil	-	10,000	10,000	0.05
12	Sonika Bhavik Parikh PAN-AQCPP5841Q	Sonika Bhavik Parikh	Nil	-	10,000	10,000	0.05
13	Innsale Teknik Machineries Private Limited PAN-AAACT7159G	Neelima R. Aga PAN- ABLPA2016N	Nil	-	10,000	10,000	0.05

Sr. No.	Name & PAN of the Proposed Allottee(s)	Natural Persons who are theultimate beneficial owners/ who ultimately control the Proposed Allottees	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issueShareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
14	Ramchandra Ramanlal Patel PAN-AHKPP3805H	Ramchandra Ramanlal Patel	Nil	-	10,000	10,000	0.05
15	Sampath Iyengar PAN-AACPI7851F	Sampath Iyengar	Nil	-	10,000	10,000	0.05
16	Hardik N Shah HUF PAN-AACHH2475N	Karta – Hardik N Shah PAN- AEPPS0671E	Nil	-	10,000	10,000	0.05
17	Hiral Hiren Parikh PAN-AJGPP7949C	Hiral Hiren Parikh	Nil	-	10,000	10,000	0.05
18	Raj kumarDhupia PAN-ACCPD8815G	Raj kumar Dhupia	Nil	-	10,000	10,000	0.05
19	Divya MahendraKankaria PAN-ENWPK9313M	Divya Mahendra Kankaria	Nil	-	10,000	10,000	0.05
20	Pramil S Jain PAN-ABMPJ2829B	Pramil S Jain	Nil	-	10,000	10,000	0.05
21	Manisha Arora PAN-ACBPA3949H	Manisha Arora	Nil	-	10,000	10,000	0.05
22	Multiplyy Investment Advisors LLP PAN-ABRFM5380K	Govind Kumar Kabra PAN- AATPK8210B and Saurabh Kabra PAN- AXPPK2756H	Nil	-	8,000	8,000	0.04
23	Anu Arora PAN-ABFPA3668N	Anu Arora	Nil	-	4,000	4,000	0.02
				Total	**4,22,000**	**4,22,000**	**2.22**

Notes:

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

i. Undertakings

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

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

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

(a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

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

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

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

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

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

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

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

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

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

- Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations: **Not applicable.**

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

Price determined as per 90 trading days VWAP – ₹246.94
Price determined as per 10- trading days VWAP – ₹243.09

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

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

Valuation for consideration other than cash: Not Applicable

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

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

l. Practicing Company Secretary's Certificate

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

m. Lock-in Period:

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

n. Change in control

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

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

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

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

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

q. Payment of Consideration:

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

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

r. Dues toward SEBI, Stock Exchanges or Depositories:

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

s. Other Disclosures

a. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.

b. The Board, in its meeting held on January 21, 2023 has approved the issue of Equity Shares on preferential basis to the proposedAllottees in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

c. The company is not required to appoint any Monitoring agency as specified under 162A of SEBI ICDR Regulations.

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

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.
There after the following Resolution was put to vote.

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 23, 42, section 62(1)(c) and all other applicable provisions, if any,of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the applicable rules made there under(including any statutory modification(s) or re-enactment thereof, for the time being in force)**('Act')** and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time **('SEBI ICDR Regulations')**, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('Listing Regulations')**, as amended and rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India ('SEBI'), the Registrar of Companies **('ROC')** and the National Stock Exchange of India Limited where the shares of the Company are listed **('Stock Exchange')** and subject to requisite approvals, consents, permission and / or sanctions from SEBI, Stock Exchange and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the membersCompany be and arehereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, from time to time, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to a maximum of 4,22,000 (Four Lakh Twenty Two Thousand) equity shares of face value of ₹10/- each **('Equity Shares')** at an issue price of ₹250/- (Rupees Two Hundred and Fifty Only) per underlying Equity Share which includes a premium of ₹240/- (Rupees Two Hundred and Forty Only) per Equity Share not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating up-to ₹10,55,00,000/- (Rupees Ten Crore and Fifty Five Lakh Only), for cash, to the persons belonging to the Non Promoter category(hereinafter referred to as **'Proposed Allottees'**) as particularly set out in the statement, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as enlisted hereunder:

Sr. No.	Name of the proposed allottees	Category	No. of Equity Shares of face value ₹10/- each to be offered/ issued/ allotted	Consideration at ₹250/- per Equity Share (including premium of ₹240/- per Equity Share)
1	Shreyas V Shah HUF	Non Promoter	1,60,000	4,00,00,000/-
2	Al-Cast Rolling LLP	Non Promoter	20,000	50,00,000/-
3	Heeru Corrosion Protection Services India Private Limited	Non Promoter	20,000	50,00,000/-
4	Darshankumar Piyushkumar Patel	Non Promoter	20,000	50,00,000/-
5	Abha Sunil Kabra	Non Promoter	20,000	50,00,000/-
6	Prakash Sushil Diwan	Non Promoter	20,000	50,00,000/-
7	U Tech Fasten Private Limited	Non Promoter	10,000	25,00,000/-
8	Rashmi Bafna	Non Promoter	10,000	25,00,000/-
9	Kishor Mahendra Sinh Dabhi	Non Promoter	10,000	25,00,000/-
10	Ashokkumar Jajoo	Non Promoter	10,000	25,00,000/-
11	SuhasAshtaputre	Non Promoter	10,000	25,00,000/-
12	Sonika Bhavik Parikh	Non Promoter	10,000	25,00,000/-
13	Innsale Teknik Machineries Private Limited	Non Promoter	10,000	25,00,000/-
14	Ramchandra Ramanlal Patel	Non Promoter	10,000	25,00,000/-

Sr. No.	Name of the proposed allottees	Category	No. of Equity Shares of face value ₹10/- each to be offered/ issued/ allotted	Consideration at ₹250/- per Equity Share (including premium of ₹240/- per Equity Share)
15	Sampath Iyengar	Non Promoter	10,000	25,00,000/-
16	Hardik N Shah HUF	Non Promoter	10,000	25,00,000/-
17	Hiral Hiren Parikh	Non Promoter	10,000	25,00,000/-
18	Raj kumar Dhupia	Non Promoter	10,000	25,00,000/-
19	Divya Mahendra Kankaria	Non Promoter	10,000	25,00,000/-
20	Pramil S Jain	Non Promoter	10,000	25,00,000/-
21	Manisha Arora	Non Promoter	10,000	25,00,000/-
22	Multiplyy Investment Advisors LLP	Non Promoter	8,000	20,00,000/-
23	Anu Arora	Non Promoter	4,000	10,00,000/-
		Total	**4,22,000**	**10,55,00,000/-**

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

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

i. an amount equivalent to 100% of the issue price of Equity Shares shall be payable at the time of subscription to the Equity Shares, as prescribed by Regulation 169 of the SEBI ICDR Regulations.

ii. the consideration for allotment of relevant Equity Shares shall be paid to the Company from the Bank account of the respective Proposed Allottees.

iii. the Equity Shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

iv. the entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

v. the Equity Shares to be offered/issued and allotted pursuant to the preferential issue shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.

vi. the Equity Shares to be allotted shall be in dematerialized form only.

vii. the Equity Shares will be listed and traded on the Stock Exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

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

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

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

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

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

"RESOLVED FURTHER THATall actions taken by the Boardor a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

The Chairman declared to have passed the above Resolution as a Special Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

Remote E-voting & E-voting during EGM		
	No. of votes/shares	**%**
Favour	1,16,04,602	100.00
Against	Nil	N.A.
Total	**1,16,04,602**	**100.00**

CONCLUSION OF THE MEETING AND THANKS GIVING:

The Chairman declared the Extra-Ordinary General Meeting (EGM) of the Company as concluded and once again thanked all the participants for attending this e-EGM.

Sd/-
CHAIRMAN