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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

22nd January, 2021

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: Submission of Postal Ballot Notice

Further to letter dated 21st January, 2021 intimating the outcome of the meeting of the Board of Directors of the Company, we are **enclosing herewith Postal Ballot Notice along with Explanatory Statement** containing the Ordinary / Special Resolutions and necessary disclosures as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

This is in due compliance with the relevant Regulations of the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,
for SAKAR HEALTHCARE LIMITED

SAKAR HEALTHCARE LIMITED AHMEDABAD

SANJAY S. SHAH
MANAGING DIRECTOR
(DIN: 01515296)

Sakar Healthcare Ltd.

SAKAR HEALTHCARE LIMITED

CIN: L24231GJ2004PLC043861

Regd. Office & Works: Block No. 10/13, Village: Changodar, Sarkhej - Bavla Highway, Tal: Sanand, Dist.: Ahmedabad – 382 213

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given to the members of SAKAR HEALTHCARE LIMITED ('the Company') pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re enactment(s) thereof, for the time being in force and further pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the resolutions set out below are proposed to be passed as Ordinary / Special Resolutions by way of Postal Ballot/e-voting.

The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons for proposing the same is annexed hereto along with the Postal Ballot Form ("the Form") for your consideration and approval.

The Board of Directors of the Company has appointed (1) Mr.Kashyap R. Mehta, (Membership No. FCS: 1821, COP: 2052), Proprietor, Kashyap R. Mehta & Associates, Practising Company Secretaries, having its office at B-403, The First, Beside ITC Narmada Hotel, Behind Keshvbaug Party Plot, Vastrapur, Ahmedabad – 380015 as the Scrutinizer, for conducting the postal ballot process and e-voting process in a fair and transparent manner and (2) Central Depository Services (India) Limited (CDSL) to provide e-voting facility for the postal ballot process.

You are requested to carefully read and follow the instructions printed on the form and record your assent (for) or dissent (against) therein by filling the necessary details and by signing on the designated place in the form and return the same in original, duly completed, in the enclosed self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the working hours (i.e. upto 5:00 p.m.) on February 26, 2021. Your assent / dissent received after 5.00 p.m. on February 26, 2021 would be strictly treated as if reply has not been received.

Alternatively, in accordance with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is also providing e voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

The Scrutinizer shall submit a consolidated report of voting (e voting & ballot voting) of the total votes cast in favour or against, to the Chairman or person authorized by the Chairman. The results of voting by Postal Ballot will be disseminated on the website of Company/ NSE / CDSL by March 05, 2021.

The results along with the scrutinizer's report will be displayed on the Company's website as well as on CDSL website viz. www.evotingindia.com and will be communicated to National Stock Exchange of India Limited (NSE) where Equity Shares of the Company are listed.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot/ e-voting:

1. **INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

   "RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (one Crore and fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company."

   "RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

   V. The Authorised Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupees Ten only) each."

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolutions."

2. **CONVERSION OF NON INTEREST BEARING UNSECURED LOAN OF PROMOTER INTO EQUITY SHARES OF 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 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, on preferential basis ("Preferential Issue") to Mr. Sanjay S. Shah, Managing Director and Promoter ("Proposed Allottee") of the Company 6,57,000 (Six Lakh and Fifty Seven Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 120/- (Rupees One Hundred and Twenty only) per equity share including premium of Rs. 110/- (Rupees One Hundred and Ten 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. 7,88,40,000/- (Rupees Seven Crores Eighty Eight Lakh and Forty Thousand only) upon conversion of non-interest bearing unsecured loan of the Proposed Allottee."

"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 arising on conversion of unsecured loan is January 27, 2021. The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e. February 26, 2021, which is the date of passing the resolution 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 paripassu 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 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."

By Order of the Board,
For Sakar Healthcare Limited

Date : January 21, 2021
Place : Ahmedabad

Bharat Soni
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed ordinary / special resolutions are annexed to the Notice.
2. The postal ballot notice is being sent to all the members, whose names appear in the register of members and list of beneficial owners, received from the National Securities Depository Limited (NSDL) & the Central Depository Services (India) Limited (CDSL) as on January 15, 2021.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with self-addressed, postage pre-paid Envelopes. Members who have received Postal Ballot Notice by email and wish to vote through Physical Form may write to Link Intime India Private Limited, Unit No. 506-508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ahmedabad – 380006 or send an e-mail to ahmedabad@linkintime.co.in ; cs@sakarhealthcare.com for printed Form or a duplicate one.
4. Members cannot exercise their vote by proxy on Postal Ballot.
5. Only a Member holding Shares as on the cut-off date is entitled to exercise his vote through e-voting/physical Ballot and send it directly to the Scrutinizer at his address.

6. In case of Shares held by Companies, Trust etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified by Authorised Signatory (ies).
7. Members can cast their vote online **from January 28, 2021** (9:00 am onwards) till **February 26, 2021 (upto** 5:00 pm) as the e-voting module shall be disabled for voting by CDSL thereafter. No voting shall be allowed beyond 5.00 p.m. on February 26, 2021.
8. Kindly note that the Members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. If the Members opt for e-voting, then they shall not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
9. Documents related to the above mentioned Ordinary / Special Resolutions are open for inspection at the Registered Office of the Company on all working days (except Tuesday) between 2:00 pm to 5:00 pm till February 26, 2021.
10. VOTING THROUGH ELECTRONIC MEANS:

    In compliance with provisions of Section 108 & Section 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using remote e-voting is provided by Central Depository Services (India) Limited.

    The instructions for members for voting electronically are as under:

    i) Log on to the e voting website: www.evotingindia.com during the voting period.

    ii) Click on "Members / Shareholders" tab.

    iii) Now Enter your User ID
    For CDSL: 16 digits beneficiary ID,
    For NSDL: 8 Character DP ID followed by 8 Digits Client ID

    iv) Thereafter please enter the Image Verification as displayed and Click on Login.

    v) If you are holding Shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

    vi) 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 the Income Tax Department (applicable for both members holding Shares in demat as well as physical form). Members who have not updated their PAN with the Company / Registrar / DPs are requested to use the sequence number mentioned on address slip / email pertaining to the notice of this Postal Ballot.
Dividend Bank Details OR 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 (iv) above.

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

viii) Members holding Shares in physical form will then reach directly to the Company selection screen. However, members 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.

ix) For Members holding Shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.

x) Click on the EVSN (Electronic Voting Sequence Number) of Sakar Healthcare Limited to vote.

xi) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution(s).

xiii) 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.

xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote subsequently.

xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi) If a Demat account holder has forgotten the Login Password then enter the user id and the image verification code and click on forget password and enter the details as prompted by the system.

xvii) Shareholders can also cast their vote using CDSL's mobile app M-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your Mobile.

xviii) Note for Non Individual Shareholders and Custodians:

- Non Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e voting, you may refer the Frequently Asked Questions ("FAQs") and e voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The Board of Directors has appointed Mr. Bharat Soni, Company Secretary & Compliance Officer as the person responsible for the entire postal ballot process. The Scrutinizer shall within a period not exceeding 7 (seven) days from the last date of receipt of Postal Ballot Forms / conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The resolutions will be deemed to be passed on the date of declaration of result subject to receipt of the requisite number of votes in favor of the resolutions. The result declared along with the Scrutinizer's Report will be available on www.evotingindia.com and on Company's website: www.sakarhealthcare.com and shall also be communicated to National Stock Exchange of India Limited (NSE).

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

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

It is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional 50,00,000 (Fifty lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking paripassu in all respect with the existing Equity Shares of the Company.

Consequently, it is also proposed to make appropriate alteration in the Memorandum of Association of the Company to reflect the change in Clause V of the Memorandum of Association of the Company.

The Board recommends the Ordinary 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 the extent of their shareholding, in the said resolution.

ITEM NO. 2

CONVERSION OF NON-INTEREST BEARING UNSECURED LOAN OF PROMOTER INTO EQUITY SHARES OF THE COMPANY

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, Anti depressants, 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 Parenterals (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 at their meeting held on January 21, 2021 has decided to convert the non-interest bearing unsecured loan in to Equity Shares on preferential basis upon receipt of the confirmation letter of Mr. Sanjay S. Shah (proposed allottee), Managing Director and Promoter of the Company wherein he has confirmed the direction of the Company (based on condition of State Bank of India, SME Branch, Ahmedabad at the time of sanctioning / renewing credit facilities granted to the Company) to convert his loan of at-least Rs. 7,88,40,000 into equity share.

With a view to comply the conditions of the Banker viz. State Bank of India, SME Branch, Ahmedabad, the Company proposes to offer, issue and allot Equity Shares upto 6,57,000 (Six lakh and Fifty Seven Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each in such manner and on such terms and conditions as may be deemed appropriate by the Board. The Board in its meeting held on January 21, 2021 considered and approved, subject to the approval of the members, issue of Equity Shares upto 6,57,000 (Six lakh and Fifty seven Thousand) on preferential basis. In terms of Section 42, 62(1) of the Companies Act, 2013 and Regulation 160 of SEBI ICDR Regulations, any preferential allotment of securities needs to be approved by the members by way of special resolution.

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 Mr. Sanjay S. Shah (Managing Director and 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.

Details of the Issue

1. The allotment of the Equity Shares is subject to that the Proposed Allottee (Promoter) not having sold / transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date (i.e. January 27, 2021). The Proposed Allottee have represented that neither he nor any promoter group have sold / transferred 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

The members are informed that the object of the issue of the Equity Shares by way of the proposed preferential offer is to comply the conditions of the Banker viz. State Bank of India, SME Branch, Ahmedabad by way of conversion of the non-interest bearing unsecured loans of at-least Rs. 7,88,40,000/- given by the Proposed Allottee to the Company. In view of the conditions of the Bankers, Board of Directors of the Company have decided to convert the said non-interest bearing unsecured loans into Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase net worth of the Company.

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

Mr. Sanjay S. Shah, Managing Director and Promoter of the Company, intends to subscribe to the Equity Shares in lieu of part of his unsecured loan amount. No shares being offered to any other Promoter and Promoter Group, Directors or Key Managerial Personnel.

The details of the promoter and the unsecured loans outstanding to the Promoter as on date are as under:

Sr. No.	Proposed Allottee	Total Amount of Unsecured Loan outstanding	Amount of unsecured loan which will be adjusted against issue of Equity Shares	No. of Equity Shares to be Allotted
1	Mr. Sanjay S. Shah	Rs. 7,88,95,240/-	Rs. 7,88,40,000/-	6,57,000

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	%
A	**Promoters' Holding**				
	1 Indian Promoters				
	Individual Promoters	10904043	72.88	11561043	74.02
	Bodies corporate	-	-	-	-
	2 Foreign Promoters	-	-	-	-
	Sub Total (A)	**10904043**	**72.88**	**11561043**	**74.02**
B	**Non-Promoter Holding i.e. Public**				
	1 Institutional Inventors/ Mutual Funds/Banks/FI/FIIs/ Insurance Companies	-	-	-	-
	2 Non Institution				
	Corporate Bodies	1507642	10.08	1507642	9.65
	Directors and relatives	-	-	-	-
	Indian Public	2532613	16.93	2532613	16.22
	Others (NRIs)	16702	0.11	16702	0.11
	Sub Total (B)	4056957	27.12	4056957	25.98
	Grand Total (A + B)	14961000	100.00	15618000	100.00

Note:

** As on January 15, 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 pursuant to this postal ballot process 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:

Name & PAN of Allottee	Address	Category	Natural Persons who are the ultimate beneficial owners	Pre-issue Shareholding		No. of shares to be allotted	Post-issue Shareholding	
				No. of Shares	%		No. of Shares	%
Mr. Sanjay S. Shah PAN-AIGPS0083H	7, Arun Society, Paldi Ahmedabad-07	Promoter	Mr. Sanjay S. Shah	92,51,543	61.84	6,57,000	99,08,543	63.44

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 on conversion of loan 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 Allottee.

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 January 27, 2021, being a date which is 30 (Thirty) days prior to the last date of voting/e-voting by way of postal ballot process, i.e. February 26, 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 February 26, 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. The entire pre-preferential allotment shareholding of the Proposed Allottee shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange.

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. 120/- (Rupees One Hundred and twenty only) 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. Further, the proposed allotment of equity shares is conversion of amount of loan received by the Company from the proposed Allottee.

n. Earlier allotment on preferential basis during the year

During the Financial Year 2020-21, the Company has not offered, issued and alloted any Equity Shares on preferential basis to any person.

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 aforesaid Allottee 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 January 21, 2021 has approved the issue of Equity Shares on preferential basis to proposed Allottee in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
3. Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the subscribed capital of a Company by allotment of further Equity Shares etc., such further Securities shall be offered to the existing Members of the Company in the manner laid down in Section 62, unless the Members in General Meeting decide otherwise by passing a Special Resolution. As provided in first proviso to Rule 13(1) of Companies (Share Capital and Debentures) Rules, 2014, the Company is not required to circulate/file Private Placement Offer Letter as prescribed under Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as the proposed issue is only to the existing shareholder of the Company. The Company has made arrangements to record the offer.
4. The Company is authorised to convert the loan into Equity vide Article No. 14(3) of the Articles of the Association of the Company.

The Board recommends the Special Resolution mentioned at Item No. 2 of the Notice, for approval of the Members.

Mr. Sanjay S. Shah, Managing Director is concerned or interested in the above Resolution as it relates to issue/allotment of Equity Shares to him as Promoter on Preferential Basis. Mr. Aarsh S. Shah and Ms. Rita S. Shah, Directors of the Company may also be treated as concerned or interested as relatives of the proposed Allottee. Except them 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.

By Order of the Board,
For Sakar Healthcare Limited

Date : January 21, 2021
Place : Ahmedabad

Bharat Soni
Company Secretary & Compliance Officer

Sakar
Healthcare Ltd.

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1.	Name of the first named Shareholder (in blocked letters)	
2.	Postal Address	
3.	Name(s) of the Joint Holder(s), if any	
4.	DP ID /Client ID No.	
5.	Class of Shares	**Equity Shares**

I / We, hereby exercise my / our vote in respect of the following Ordinary / Special Resolutions proposed for passing through Postal Ballot/e-voting via Postal Ballot Notice dated January 21, 2021 of Sakar Healthcare Limited (the "Company") by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✔) at the appropriate column below:

Sr. No.	Description of the Resolution	No. of Shares held	I assent to the Resolution (FOR)	I dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for increase in the Authorised Share Capital to Rs. 20 Crores and alteration of the Capital Clause in the Memorandum of Association of the Company			
2.	Special Resolution for conversion of non-interest bearing Unsecured Loan of Promoter (Sanjay S. Shah) of Rs. 7,88,40,000/- into 6,57,000 Equity Shares of Rs. 10/- each of the Company at a price of Rs. 120/- per share			

Place:
Date: Signature of the Shareholder

NOTE

1) Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.
2) Last date for receipt of Postal Ballot Form by the Scrutinizer: February 26, 2021 (up to 5:00 p.m.) Alternatively, member can cast their vote on the above resolution electronically (e-vote) by using e-voting facility provided by the Company (refer Note 10 to the Postal Ballot Notice).
3) If the voting rights are exercised by e voting, this form need not be used.

INSTRUCTIONS

1. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the **attached self-addressed postage prepaid Envelope**. However, envelopes containing Postal Ballot Form deposited in person or sent by Courier or any other mode at the expenses of the Member will also be accepted. No other Form or Photocopy of the Postal Ballot will be permitted.
2. This Form should be completed and signed by the Member (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited). In case Shares are jointly held, this form should be completed and signed by the first named Member and in his / her absence by the next named Shareholder.
3. The consent must be accorded by placing a tick (✔) in the appropriate column.
4. The Company has appointed **Mr. Kashyap R. Mehta, Proprietor, Kashyap R. Mehta & Associates, Company Secretaries having its office at** B-403, The First, Beside ITC Narmada Hotel, Behind Keshvbaug Party Plot, Vastrapur, Ahmedabad - 380 015 (Gujarat) India, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
5. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on February 26, 2021. Postal Ballot Forms received after the said date will be treated as if the reply from such Member(s) has not been received and shall not be counted for the purposes of passing of Special Resolution.
6. In case of Shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with the specimen signature(s) of the duly authorized signatories. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of the Shareholder of the Company must be accompanied by the requisite certified true copy of Power of Attorney. If the same is already registered with the Company, please quote the Registration No. beneath the signature. However proxy cannot sign the Postal Ballot Form on behalf of the Shareholder.
7. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed and signed should reach the scrutinizer not later than the date and time specified at Instruction No. 5 above.
8. Unsigned Postal Ballot Form will be rejected. Incomplete, improperly or incorrectly ticked (✔) Postal Ballot Form will be liable to be rejected. Postal Ballot Form bearing tick (✔) marks in both the columns i.e. in assent and in dissent will render the Postal Ballot Form invalid.
9. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final and binding.
10. Voting rights shall be reckoned on the paid up value of the Shares registered in the name of the Member on cut-off date which is January 15, 2021.
11. Shareholders are requested not to send any other paper in the enclosed self-addressed postage prepaid envelope as all such envelopes will reach to the Scrutinizer and any extraneous paper found in such envelope would be ignored by the Scrutinizer.
12. There will be one postal ballot form for every folio / client ID, irrespective of joint holders.
13. A member need not put all his vote(s) nor does he need to vote all of them in the same way.
14. The results of voting by Postal Ballot will be announced and disseminated on the website of Company/ NSE / CDSL by March 05, 2021.
15. Votes will be considered invalid on the following grounds:
    (a) if the Member's signature does not tally;
    (b) if the Member has marked both in favour and against;
    (c) if the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature couldn't be checked or on one or more of the above grounds;
    (d) on such grounds which in the opinion of the scrutinizer makes the vote invalid.

THE DETAILED PROCEDURE FOR E-VOTING IS ENUMERATED IN THE NOTES TO THE POSTAL BALLOT NOTICE.