



ACHYUT HEALTHCARE LIMITED

(Formerly Known as ACHYUT HEALTHCARE PRIVATE LIMITED)

Registered Office: 610, Colonade, Behind Iscon Temple, Opposite Iscon Brts Bus Stand, Iscon-Ambli Road, Ahmedabad-380058, Gujarat

Tele: (079) 48982691 **Mob.:** +91 9825097076/+91 9898986846

CIN No.: L67120GJ1996PLC028600 **Email:** compliance@achyuthealthcare.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ('EGM') of the Members of **ACHYUT HEALTHCARE LIMITED** will be held on Thursday, December 22, 2022 at 12.30 p.m. at the Registered Office of the Company at 610 Colonade, Behind Iscon Temple, Opposite. Iscon Brts Bus Stand, Iscon – Ambali Road, Ahmedabad-380058, Gujarat to transact the following business:-

SPECIAL BUSINESS: -

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and read with the Companies (Share Capital & Debentures) Rules, 2014 rules framed thereunder, if any, approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 9,00,00,000 (Rupees Nine Crore Only) divided into 90,00,000 (Ninety Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.15,00,00,000 /- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional Equity Share Capital of Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to rank pari-passu with the existing Equity Shares of the Company

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorised Share Capital of the Company is Rs.15,00,00,000 /- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

FURTHER RESOLVED THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

ITEM NO. 2: TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **“the Act”**) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as **“SEBI (ICDR) Regulations”**], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**“PIT Regulations”**) and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs (**“MCA”**) the Securities and Exchange Board of India (**“SEBI”**), Government of India (**“GOI”**), Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 26,04,000 (Twenty Six Lacs Four Thousands) fully paid up equity share of the Company having face value of Rs.10/- (Rupees Ten Only) (**“Equity Share”**) each at an issue price of Rs.20/- per share including premium of Rs.10/- (Rupees Ten Only) per share as determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018 (**“Equity Share Issue Price”**), to the Promoter Group and Non-Promoter Group of the Company (hereinafter referred to as the **“Proposed Allottees/Investor”**) as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment)

“RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable law, the **‘Relevant Date’** for determination of the issue price of Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, shall be Tuesday, November 22, 2022 being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of Equity Shares”

“RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) An amount equivalent to 100% (Hundred Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of Equity Shares. The Investor shall make payment of Issue Price of Equity Shares from their own bank account into to the designated bank account of the Company.
- b) The Equity Shares shall be allotted in within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Shares is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.
- c) The **“Relevant Date”** pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned

Preferential Issue, shall be Tuesday, November 22, 2022 which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity shares.

- d) The price of each equity share to be issued is Rs. 20/- per share as calculated in accordance with the provisions of Regulation 166A read with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.
- e) The Equity shares issued and allotted shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- f) The Equity share will be listed and traded on the BSE SME Platform where the existing shares of the Company are currently listed, subject to the receipt of necessary permissions and approvals from these exchanges

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the monies received by the Company from the Investor for Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Equity Shares as aforesaid.”

“RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on Stock Exchanges, where the Company’s shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Gujarat and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

DATE:November 21, 2022

PLACE: Ahmedabad

REGISTERED OFFICE:

610 Colonade, Behind Iscon Temple,
Opposite Iscon Brts Bus Stand,
Iscon – Ambali Road, Ahmedabad-380058, Gujarat

By the order of the Board
For, ACHYUT HEALTHCARE LIMITED
Sd/-

JIGEN JAGDISHBHAI MODI
MANAGING DIRECTOR
DIN:03355555

Notes:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
4. The Notice of the Extraordinary General Meeting ('EGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPS")/ Registrar and Transfer Agent (RTA) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. www.achyuthealthcare.com and on the websites of the Stock Exchange i.e. BSE SME Platform at www.bseindia.com.
5. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours upto the date of the Extraordinary General Meeting.
6. In case of joint holders attending the Extraordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members seeking any information are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. **Process and manner for members opting for voting through Electronic means:**
 - i. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, December 15, 2022 shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Thursday, December 15, 2022 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part

- iv. The remote e-voting will commence on Monday, December 19, 2022 at 9.00 a.m. and will end on Wednesday, December 21, 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Thursday, December 15, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- vi. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, December 15, 2022.

10. Process for those members whose email ids are not registered:

a) For members holding shares in Physical mode

Please provide necessary details like Folio No., Name of shareholder scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mahendrazenith@hotmail.com.

b) Members holding shares in Demat mode:

Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mahendrazenith@hotmail.com.

11. The instructions for shareholders for remote voting are as under:





- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (ii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access to NSDL e-Voting system

- A) Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- B) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository

Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

12. The Company has appointed CS Vishwas Sharma, Practising Company Secretary (Membership No. ACS: 33017; CP No: 16942), to act as the Scrutinizer for conducting the remote e-voting process for the EGM, in a fair and transparent manner.
13. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (i.e. Bombay Stock Exchange of India Limited) and shall also be displayed on the Company's website i.e. www.achyuthealthcare.com and on the website of BSE i.e. www.bseindia.com
14. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days notice in writing of the intention so to inspect is given to the Company.
15. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

DATE: November 21, 2022

PLACE: Ahmedabad

REGISTERED OFFICE:

610 Colonade, Behind Iscon Temple,
Opposite Iscon Brts Bus Stand,
Iscon – Ambali Road, Ahmedabad-380058, Gujarat

By the order of the Board
For, ACHYUT HEALTHCARE LIMITED
Sd/-

JIGEN JAGDISHBHAI MODI
MANAGING DIRECTOR
DIN:03355555

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 1:

The present Authorized Share Capital of the Company is Rs.9,00,00,000 (Rupees Nine Crore Only). The Company proposes to increase its authorized share capital to 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to facilitate fund raising in future via issuance of equity shares.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect therefore, the proposed Clause V of the Memorandum of Association of the Company after increase in Authorized Share Capital reflects face value of Rs.10/- each.

The Board of Directors of your Company consider that the proposed resolution set out in Item No. 1 of this notice is in the interest of the Company, and the Board recommends for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.2:

The Board of Directors in their meeting held on Monday, November 21, 2022 subject to necessary approval(s), has approved the proposal for raising of funds by issue and allot upto 26,04,000 (Twenty Six Lacs Four Thousand) fully paid-up equity shares of the Company at a price of Rs. 20/- per equity share to Promoter Group and Non-Promoter Group on preferential basis to mobilize funds for funding current/future expansion plans/activities of the Company, its working capital and general corporate purposes.

This proposal is subject to the approval of the shareholders through a special resolution and in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable legislations.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the Preferential Issue:

The Company will use proceeds of proposed Preferential Issue of Equity Shares to further strengthen the Company's capital base and to augment the long-term resources for meeting funding requirements of its business activities including future expansion plans/ activities, financing the future growth opportunities, to meet working capital requirements and to meet general corporate purposes.

2. Maximum number of specified securities to be issued including date of Board Resolution:

The board in its meeting held on Monday, November 21, 2022 has given their consent and passed a resolution, subject the approval of shareholders, to offer, issue and allot upto 26,04,000 (Twenty Six Lacs Four Thousands) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") at a price of Rs.20/- per equity share as determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018 ("Equity Share Issue Price") on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Pricing of preferential issue:

The pricing of the equity shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 and applicable law.

The issue of equity shares on preferential basis shall be made at a price not less than higher of the following:

- i. 90 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date i.e. Rs.17.96/- (Rupees Seventeen and Ninty Six Paise Only) per equity share; or
- ii. 10 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date i.e. Rs.17.35/- (Rupees Seventeen and Thirty Five Paise Only) per equity share.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Report of independent registered valuer:

The Company has proposed preferential issue to certain allottees, which may result in allotment of more than five (5) percent of the post issue fully diluted share capital of the Issuer to allottees and accordingly the Company has obtained the Valuation Report from Independent Valuer i.e. RV Barkha Deshmukh, IBBI Registered Valuer for price to be determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 as on Relevant date i.e. Tuesday, November 22, 2022 and also in accordance with Regulation 166A(1) of the ICDR Regulations. In terms of Regulation 166A(1), the Registered Independent Valuer fixed Rs. 17.96/- (Rupees Seventeen and Ninty Six Paise Only) per equity share.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 17.96/- (Rupees Seventeen and Ninty Six Paise Only) per Equity Share which has been rounded off to Rs.20/- per equity share, therefore the issue price for equity share is Rs.20/- per equity share including share premium of Rs.10/- per share which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report received from Independent Valuer i.e. RV Barkha Deshmukh, IBBI Registered Valuer (Registration no. IBBI/RV/03/2022/14974) having office at L-02, 806, Malkans Society, Jijamata Chowk, Sector-10, Ghansoli- 400 701, Navi Mumbai in terms of Regulation 166A of the SEBI (ICDR) Regulations is also available/disseminated on the website of the Company at <http://achyuthealthcare.com/investor-zone/>

4. Undertaking as to re-computation of price and lock-in of specified securities:

The Company shall re-compute the price of the Equity Shares, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Equity Share Holder.

5. Amount which the company intends to raise by way of such securities:

Upto Rs.5,20,80,000/- (Rupees Five Crores Twenty Lacs Eighty Thousands only) by issuing Upto 26,04,000 equity shares at a Price of Rs.20/- per equity share of face value of Rs.10/- each.

6. The intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

Akshit Mahendra Raycha, one of the Promoter of the Company has shown his interest to subscribe to the Equity Shares proposed to be issued by the Company alongwith some other persons not belonging to promoter group as more particularly set out in the explanatory statement setting out the material facts.

None of the other Promoter & Promoter Group, Directors or Key Managerial Personnel of the Company except as mentioned herein, intend to subscribe to any of the Equity shares proposed to be issued under the Preferential Issue.

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

The 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations is Tuesday, November 22, 2022, being 30 days prior to the date of the EGM convened to obtain the approval of the Members.

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

The allotment is proposed to be made to the promoter group and non-promoter group person.

9. Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No.	Category	Pre-Issue Equity holdings		Allotment of Equity Shares		*Post-Issue Equity holdings	
		No of shares	% of shareholding	No of Share	% of holding	No of shares	% of shareholding
A.	Promoter's holding						
1.	Indian						
	Individual/HUF	30,53,100	45.29	5,10,000	19.59	35,63,100	38.13
	Bodies Corporate	14,07,900	20.89	54,000	2.07	14,61,900	15.64
	Relatives	0	-	-	-	-	-
	Sub Total	44,61,000	66.18	5,64,000	21.66	50,25,000	53.77
2.	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	44,61,000	66.18	5,64,000	21.66	50,25,000	53.77
B.	Non-Promoter Holding						
1.	Institutional Investors	-	-	-	-	-	-
2.	Non-Institutions	-	-	-	-	-	-
	Private Corporate Bodies/ Limited Liability Partnerships	1,86,000	2.76	17,22,000	66.13	19,08,000	20.42
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	19,26,000	28.57	3,18,000	12.21	22,44,000	24.01
	Others (Including	1,68,000	2.50	-	-	1,68,000	1.78

	NRIs)						
	Sub Total (B)	22,80,000	33.82	20,40,000	78.34	43,20,000	46.23
	GRAND TOTAL	67,41,000	100	26,04,000	100.00	93,45,000	100

***It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.**

(The above pre-issue shareholding pattern is based on the shareholding as on 30th September, 2022)

10. Time frame within which the preferential issue shall be completed:

The Equity shares shall be allotted within 15 days after receiving in-principle approval letter from stock exchanges OR December 22, 2022, the date on which this resolution is deemed to have been passed in the general meeting of the members of the Company, whichever is later, provided that where the allotment of Equity Shares is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name & Address of the proposed allottees	Category	PAN	Identity of ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Equity Shares to be issued and allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 26,04,000 equity shares)	
					No of shares	%	No of shares	%	No of shares	%
1	Akshit Mahendra Raycha	Promoter	AXPR5789E	N.A.	3,45,000	5.12	5,10,000	19.59	8,55,000	9.15
2.	Ray Remedies Private Limited	Promoter Group	AACCRO893F	Mahendra C. Raycha	3,13,500	4.65	54,000	2.07	3,67,500	3.93
3.	Sera Investments & Finance India Limited (Formerly known as Kapashi Commercial Limited)	Non-Promoter	AAACK9697E	1. Sagar S. Shah 2. Shweta S. Shah	0	0	15,24,000	58.52	15,24,000	16.31
4.	Everon Advisors Private Limited	Non-Promoter	AABCL1498H	Sweety Devesh Khandelwal	0	0	1,98,000	7.60	1,98,000	2.12
5.	Sweety Devesh Khandelwal	Non-Promoter	AJVPK0839P	NA	0	0	96,000	3.69	96,000	1.03
6.	Varun Falgunbhai Sheth	Non-Promoter	EJDPS1660E	NA	0	0	1,98,000	7.60	1,98,000	2.12
7.	Ravi Jayeshbhai Mashru	Non-Promoter	ARJPM1475H	NA	0	0	24,000	0.92	24,000	0.26
	TOTAL				6,58,500	9.76	26,04,000	100	32,62,500	34.92

11A. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Akshit Mahendra Raycha	Promoter	Promoter
2.	Ray Remedies Private Limited	Promoter Group	Promoter Group
3.	Sera Investments & Finance India Limited (Formerly known as Kapashi Commercial Limited)	Currently not holding any Equity Shares of the Company	Non-Promoter
4.	Everon Advisors Private Limited	Currently not holding any Equity Shares of the Company	Non-Promoter
5.	Sweetey Devesh Khandelwal	Currently not holding any Equity Shares of the Company	Non-Promoter
6.	Varun Falgunbhai Sheth	Currently not holding any Equity Shares of the Company	Non-Promoter
7.	Ravi Jayeshbhai Mashru	Currently not holding any Equity Shares of the Company	Non-Promoter

12. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

13. 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:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice

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

Not applicable as this issue is not for consideration other than cash.

15. Undertaking:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. The entire pre-preferential shares in the Company held by the proposed allottees are locked in on or before relevant date;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and

- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

16. Certificate from Practising Company Secretary:

Mr. Vishwas Sharma proprietor of M/s. Vishwas Sharma & Associates, Company Secretaries, Ahmedabad, the Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and also available on the website of the Company at <http://achyuthealthcare.com/investor-zone/>

17. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

18. Terms of payment:

The entire consideration against the allotment of the Equity shares shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

19. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

20. Other Disclosures:

- (a) None of the Company, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- (d) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (e) An amount equivalent to 100% (Hundred Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of equity shares.
- (f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) equity share by appropriating Rs.10/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- (g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- (h) The equity shares to be issued and allotted by the Company shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No.2 of this notice for the approval of members as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, in the above resolution except Akshit Mahendra Raycha and Mahendra C Raycha and their relatives to the extent of their respective interest as shareholders of the Company, since proposed resolution pertains to the preferential issue of equity shares to promoter/promoter group apart from Non-promoter of the Company.

DATE: November 21, 2022

PLACE: Ahmedabad

REGISTERED OFFICE:

610 Colonade, Behind Iscon Temple,
Opposite Iscon Brts Bus Stand,
Iscon – Ambali Road, Ahmedabad-380058, Gujarat

By the order of the Board
For, ACHYUT HEALTHCARE LIMITED

Sd/-

JIGEN JAGDISHBHAI MODI
MANAGING DIRECTOR

DIN:03355555

ATTENDANCE SLIP

ACHYUT HEALTHCARE LIMITED

(Formerly Known as ACHYUT HEALTHCARE PRIVATE LIMITED)

Registered Office: 610, Colonade, Behind Iscon Temple, Opposite Iscon Brts Bus Stand, Iscon-Ambli Road,
Ahmedabad-380058, Gujarat

Tele: (079) 48982691 **Mob.:** +91 9825097076/+91 9898986846

CIN No.: L67120GJ1996PLC028600 **Email:** compliance@achyuthealthcare.com

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Thursday, December 22, 2022 at 12.30 p.m at the Registered Office of the Company at 610, Colonade, Behind Iscon Temple, Opposite Iscon Brts Bus Stand, Iscon-Ambli Road, Ahmedabad - 380058, Gujarat.

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

ACHYUT HEALTHCARE LIMITED

(Formerly Known as ACHYUT HEALTHCARE PRIVATE LIMITED)

Registered Office: 610, Colnade, Behind Iscon Temple, Opposite Iscon Brts Bus Stand, Iscon-Ambli Road, Ahmedabad-380058, Gujarat

Tele: (079) 48982691 **Mob. :** +91 9825097076/+91 9898986846

CIN No. : L67120GJ1996PLC028600 **Email:** compliance@achyuthealthcare.com

FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L67120GJ1996PLC028600
Name of the company:	ACHYUT HEALTHCARE LIMITED
Registered office:	610, COLONADE, BEHIND ISCON TEMPLE, OPPOSITE ISCON BRTS BUS STAND, ISCON-AMBLI ROAD, AHMEDABAD – 380058, Gujarat

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on Thursday, December 22, 2022 at 12.30 p.m. at the Registered Office of the Company at 610, COLONADE, BEHIND ISCON TEMPLE, OPPOISTE ISCON BRTS BUS STAND, ISCON-AMBLI ROAD, AHMEDABAD – 380058, GUJARAT, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

2.	TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS
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Signed this..... day of..... 2022.

Signature of shareholder_____

Signature of Proxy holder(s)_____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO EGM VENUE

